

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On July 9, 2007, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery, (ii) upon the parties listed on Exhibit B hereto via electronic notification, (iii) upon the parties listed on Exhibit C hereto via postage pre-paid U.S. mail:

- 1) Amended and Restated Order Under 11 U.S.C. §§ 363, 502 and 503 and Fed. R. Bankr. P. 9019(b) Authorizing Debtors to Compromise or Settle Certain Classes of Controversy and Allow Claims Without Further Court Approval ("Amended and Restated Settlement Procedures Order") (Docket No. 8401) [a copy of which is attached hereto as Exhibit D]
- 2) Omnibus Order Granting Second Interim Applications of Certain Professionals for Allowance of Compensation and Reimbursement of Expenses (February 1, 2006 Through May 31, 2006) ("Second Interim Fee Applications Order") (Docket No. 8422) [a copy of which is attached hereto as Exhibit E]
- 3) Omnibus Order Granting Third Interim Applications of Certain Professionals for Allowance of Compensation and Reimbursement of Expenses (June 1, 2006 Through September 30, 2006) ("Third Interim Fee Applications Order") (Docket No. 8423) [a copy of which is attached hereto as Exhibit F]
- 4) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 9685 (Plastic Moldings Company LLC) (Docket No. 8424) [a copy of which is attached hereto as Exhibit G]

- 5) Joint Stipulation and Agreed Order Allowing Proof of Claim Number 8856 (Riverside Claims LLC as Assignee for Faulkner Ind. Maintenance) (Docket No. 8425) [a copy of which is attached hereto as Exhibit H]
- 6) Joint Stipulation and Agreed Order Disallowing and Expunging Proof of Claim Number 14675 (Sierra Liquidity Fund, LLC as Assignee of Bales Company) (Docket No. 8426) [a copy of which is attached hereto as Exhibit I]
- 7) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 7024 (Michigan Heritage Bank) (Docket No. 8427) [a copy of which is attached hereto as Exhibit J]
- 8) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 2741 (Sierra Liquidity Fund, LLC as Assignee of Dexport Tool Mfg.) (Docket No. 8428) [a copy of which is attached hereto as Exhibit K]
- 9) Third Amended Order Suspending Further Proceedings on Debtors' Motion for Order Under 11 U.S.C. Section 1113(c) Authorizing Rejection of Collective Bargaining Agreements and Authorizing Modification of Retiree Welfare Benefits Under 11 U.S.C. Section 1114(g) ("Third Amended Section 1113 and 1114 Proceedings Suspension Order") (Docket No. 8437) [a copy of which is attached hereto as Exhibit L]
- 10) Third Amended Order Suspending Further Proceedings on Debtors' Motion for Order Under 11 U.S.C. Section 365 and Fed. R. Bankr. P. 6006 Authorizing Rejection of Certain Executory Contracts with General Motors Corporation ("Third Amended GM Contract Rejection Motion No. 1 Proceedings Suspension Order") (Docket No. 8439) [a copy of which is attached hereto as Exhibit M]
- 11) Order Signed on 6/27/2007 Granting Fourth Interim Applications of Certain Professionals for Allowance of Compensation and Reimbursement of Expenses (October 1, 2006 Through January 31, 2007) (Part One) (Docket No. 8446) [a copy of which is attached hereto as Exhibit N]
- 12) Order Signed on 6/27/2007 Granting Fourth Interim Applications of Certain Professionals for Allowance of Compensation and Reimbursement of Expenses (October 1, 2006 Through January 31, 2007) (Part Two) (Docket No. 8450) [a copy of which is attached hereto as Exhibit O]
- 13) Order Under 11 U.S.C. § 1121(d) Extending Debtors' Exclusive Periods Within Which to File and Solicit Acceptances of Reorganization Plan ("Fourth § 1121(d) Exclusivity Extension Order") (Docket No. 8490) [a copy of which is attached hereto as Exhibit P]

- 14) Order Under 11 U.S.C. § 363(b) and Fed. R. Bankr. P. 6004 Authorizing Delphi Corporation to Enter into Sandusky Facility Capital Procurement Agreement with General Motors Corporation ("Sandusky Capital Procurement Order") (Docket No. 8494) [a copy of which is attached hereto as Exhibit Q]
- 15) Expedited Motion for Order Under 11 U.S.C §§ 363, 1107, and 1108 Authorizing Delphi Automotive Systems (Holding), Inc. to Provide Funds to Delphi Automotive Systems Espana S.L. ("DASE Funding Motion") (Docket No. 8501) [a copy of which is attached hereto as Exhibit R]

On July 9th, 2007, I caused to be served the document listed below upon the party listed on Exhibit S hereto via overnight delivery:

- 16) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 9685 (Plastic Moldings Company LLC) (Docket No. 8424) [a copy of which is attached hereto as Exhibit G]

On July 9th, 2007, I caused to be served the document listed below upon the party listed on Exhibit T hereto via overnight delivery:

- 17) Joint Stipulation and Agreed Order Allowing Proof of Claim Number 8856 (Riverside Claims LLC as Assignee for Faulkner Ind. Maintenance) (Docket No. 8425) [a copy of which is attached hereto as Exhibit H]

On July 9th, 2007, I caused to be served the document listed below upon the parties listed on Exhibit U hereto via overnight delivery:

- 18) Joint Stipulation and Agreed Order Disallowing and Expunging Proof of Claim Number 14675 (Sierra Liquidity Fund, LLC as Assignee of Bales Company) (Docket No. 8426) [a copy of which is attached hereto as Exhibit I]

On July 9th, 2007, I caused to be served the document listed below upon the parties listed on Exhibit V hereto via overnight delivery:

- 19) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 7024 (Michigan Heritage Bank) (Docket No. 8427) [a copy of which is attached hereto as Exhibit J]

On July 9th, 2007, I caused to be served the document listed below upon the parties listed on Exhibit W hereto via overnight delivery:

- 20) Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 2741 (Sierra Liquidity Fund, LLC as Assignee of Dexport Tool Mfg.) (Docket No. 8428) [a copy of which is attached hereto as Exhibit K]

On July 9th, 2007, I caused to be served the document listed below upon the parties listed on Exhibit X hereto via overnight delivery:

- 21) Third Amended Order Suspending Further Proceedings on Debtors' Motion for Order Under 11 U.S.C. Section 1113(c) Authorizing Rejection of Collective Bargaining Agreements and Authorizing Modification of Retiree Welfare Benefits Under 11 U.S.C. Section 1114(g) ("Third Amended Section 1113 and 1114 Proceedings Suspension Order") (Docket No. 8437) [a copy of which is attached hereto as Exhibit L]

On July 9th, 2007, I caused to be served the document listed below upon the parties listed on Exhibit Y hereto via overnight delivery:

- 22) Third Amended Order Suspending Further Proceedings on Debtors' Motion for Order Under 11 U.S.C. Section 365 and Fed. R. Bankr. P. 6006 Authorizing Rejection of Certain Executory Contracts with General Motors Corporation ("Third Amended GM Contract Rejection Motion No. 1 Proceedings Suspension Order") (Docket No. 8439) [a copy of which is attached hereto as Exhibit M]

On July 9th, 2007, I caused to be served the document listed below upon the parties listed on Exhibit Z hereto via overnight delivery:

- 23) Order Under 11 U.S.C. § 363(b) and Fed. R. Bankr. P. 6004 Authorizing Delphi Corporation to Enter into Sandusky Facility Capital Procurement Agreement with General Motors Corporation ("Sandusky Capital Procurement Order") (Docket No. 8494) [a copy of which is attached hereto as Exhibit Q]

On July 9th, 2007, I caused to be served the document listed below upon the parties listed on Exhibit AA hereto via overnight delivery:

- 24) Expedited Motion for Order Under 11 U.S.C §§ 363, 1107, and 1108 Authorizing Delphi Automotive Systems (Holding), Inc. to Provide Funds to Delphi Automotive Systems Espana S.L. ("DASE Funding Motion") (Docket No. 8501) [a copy of which is attached hereto as Exhibit R]

Dated: July 11, 2007

/s/ Evan Gershbein
Evan Gershbein

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 11th day of July, 2007, by
Evan Gershbein, personally known to me or proved to me on the basis of satisfactory
evidence to be the person who appeared before me.

Signature: /s/ Shannon J. Spencer

Commission Expires: 6/20/10

EXHIBIT A

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Brown Rudnick Berlack Israels LLP	Robert J. Stark	Seven Times Square		New York	NY	10036	212-209-4800	212-2094801	rstark@brownrudnick.com	Indenture Trustee
Cohen, Weiss & Simon	Bruce Simon	330 W. 42nd Street		New York	NY	10036	212-356-0231	212-695-5436	bsimon@cwsny.com	
Curtis, Mallet-Prevost, Colt & Mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	2126966000	2126971559	sreisman@cm-p.com	Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co., Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4092 212-450-4213	212-450-3092 212-450-3213	donald.bernstein@dpw.com brian.resnick@dpw.com	Counsel to Debtor's Postpetition Administrative Agent
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2491	sean.p.corcoran@delphi.com karen.j.craft@delphi.com	Debtors
Electronic Data Systems Corp.	Michael Nefkens	5505 Corporate Drive MSIA		Troy	MI	48098	248-696-1729	248-696-1739	mike.nefkens@eds.com	Creditor Committee Member
Flextronics International Flextronics International USA, Inc.	Carrie L. Schiff Paul W. Anderson	305 Interlocken Parkway 2090 Fortune Drive		Broomfield San Jose	CO CA	80021 95131	303-927-4853 408-428-1308	303-652-4716	cschiff@flextronics.com paul.anderson@flextronics.com	Counsel to Flextronics International Counsel to Flextronics International USA, Inc.
Freescale Semiconductor, Inc.	Richard Lee Chambers, III Brad Eric Sheler Bonnie Steingart Vivek Melwani	6501 William Cannon Drive West	MD: OE16	Austin	TX	78735	512-895-6357	512-895-3090	trey.chambers@freescale.com	Creditor Committee Member
Fried, Frank, Harris, Shriver & Jacobson	Jennifer L. Rodburg Richard J. Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	212-859-4000	rodbuie@ffhsj.com sliviri@ffhsj.com	Counsel to Equity Security Holders Committee
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	randall.eisenberg@fticonsulting.com	Financial Advisors to Debtors
General Electric Company	Valerie Venable	9930 Kinsey Avenue		Huntersville	NC	28078	704-992-5075	866-585-2386	valerie.venable@ge.com	Creditor Committee Member
Groom Law Group	Lonie A. Hassel	1701 Pennsylvania Avenue, NW		Washington	DC	20006	202-857-0620	202-659-4503	lhassel@groom.com	Counsel to Employee Benefits
Hodgson Russ LLP	Stephen H. Gross	1540 Broadway	24th Fl	New York	NY	10036	212-751-4300	212-751-0928	sgross@hodgsonruss.com	Counsel to Hexcel Corporation
Honigman Miller Schwartz and Cohn LLP	Frank L. Gorman, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	fgorman@honigman.com	Counsel to General Motors Corporation
Honigman Miller Schwartz and Cohn LLP	Robert B. Weiss, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	rweiss@honigman.com	Counsel to General Motors Corporation
Internal Revenue Service	Attn: Insolvency Department	477 Michigan Ave	Mail Stop 15	Detroit	MI	48226	313-628-3648	313-628-3602		Michigan IRS
Internal Revenue Service	Attn: Insolvency Department, Maria Valerio	290 Broadway	5th Floor	New York	NY	10007	212-436-1038	212-436-1931	mariaivalerio@irs.gov	IRS
IUE-CWA	Conference Board Chairman	2360 W. Dorothy Lane	Suite 201	Dayton	OH	45439	937-294-7813	937-294-9164		Creditor Committee Member
Jefferies & Company, Inc.	William Q. Derrough	520 Madison Avenue	12th Floor	New York	NY	10022	212-284-2521	212-284-2470	bderrough@jefferies.com	UCC Professional
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JPMorgan Chase Bank, N.A.	Susan Atkins, Gianni Russello	277 Park Ave 8th Fl		New York	NY	10172	212-270-0426	212-270-0430	gianni.russello@jpmorgan.com susan.atkins@jpmorgan.com	Postpetition Administrative Agent
Kramer Levin Naftalis & Frankel LLP	Gordon Z. Novod	1177 Avenue of the Americas		New York	NY	10036	212-715-9100	212-715-8000	gnovod@kramerlevin.com	Counsel Data Systems Corporation; EDS Information Services, LLC
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Kurtzman Carson Consultants	Sheryl Betance	2335 Alaska Ave		El Segundo	CA	90245	310-823-9000	310-823-9133	sbetance@kccllc.com	Noticing and Claims Agent
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	212-751-4864	robert.rosenberg@lw.com	Counsel to Official Committee of Unsecured Creditors
Law Debenture Trust of New York	Daniel R. Fisher	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	212-750-1361	daniel.fisher@lawdeb.com	Indenture Trustee
Law Debenture Trust of New York	Patrick J. Healy	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	212-750-1361	patrick.healy@lawdeb.com	Indenture Trustee

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
McDermott Will & Emery LLP	David D. Cleary	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	dcleary@mwe.com	Counsel to Recticel North America, Inc.
McDermott Will & Emery LLP	Jason J. DeJonker	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	idejonker@mwe.com	Counsel to Recticel North America, Inc.
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Mesirow Financial	Leon Szlezinger	666 Third Ave	21st Floor	New York	NY	10017	212-808-8366	212-682-5015	lszlezinger@mesirrowfinancial.com	UCC Professional
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Office of New York State	Attorney General Eliot Spitzer	120 Broadway		New York City	NY	10271	212-416-8000	212-416-6075	ServeAG@oag.state.ny.us	New York Attorney General's Office
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Seyfarth Shaw LLP	Robert W. Dremluk	1270 Avenue of the Americas	Suite 2500	New York	NY	10020-1801	2122185500	2122185526	rdremluk@seyfarth.com	Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc.
Shearman & Sterling LLP	Douglas Bartner, Jill Frizzley	599 Lexington Avenue		New York	NY	10022	212-8484000	212-848-7179	dbartner@shearman.com jfrizzley@shearman.com	Local Counsel to the Debtors
Simpson Thatcher & Bartlett LLP	Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr.	425 Lexington Avenue		New York	NY	10017	212-455-2000	212-455-2502	kziman@stblaw.com rtrust@stblaw.com wrussell@stblaw.com jbutler@skadden.com jlvonsch@skadden.com rmeisler@skadden.com kmarafio@skadden.com tmatz@skadden.com	Counsel to Debtor's Prepetition Administrative Agent, JPMorgan Chase Bank, N.A.
Skadden, Arps, Slate, Meagher & Flom LLP	John Wm. Butler, John K. Lyons, Ron E. Meisler	333 W. Wacker Dr.	Suite 2100	Chicago	IL	60606	312-407-0700	312-407-0411		Counsel to the Debtor
Skadden, Arps, Slate, Meagher & Flom LLP	Kayalyn A. Marafioti, Thomas J. Matz	4 Times Square	P.O. Box 300	New York	NY	10036	212-735-3000	212-735-2000		Counsel to the Debtor
Spencer Fane Britt & Browne LLP	Daniel D. Doyle	1 North Brentwood Boulevard	Tenth Floor	St. Louis	MO	63105	314-863-7733	314-862-4656	didoyle@spencerfane.com	Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees
Spencer Fane Britt & Browne LLP	Nicholas Franke	1 North Brentwood Boulevard	Tenth Floor	St. Louis	MO	63105	314-863-7733	314-862-4656	nfranke@spencerfane.com	Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees
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Togut, Segal & Segal LLP	Albert Togut	One Penn Plaza	Suite 3335	New York	NY	10119	212-594-5000	212-967-4258	altogut@teamtogut.com	Conflicts Counsel to the Debtors
Tyco Electronics Corporation	MaryAnn Brereton, Assistant General Counsel	60 Columbia Road		Morristown	NJ	7960	973-656-8365	973-656-8805		Creditor Committee Member

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
United States Trustee	Alicia M. Leonhard	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500	212-668-2255 does not take service via fax		Counsel to United States Trustee
Warner Stevens, L.L.P.	Michael D. Warner	1700 City Center Tower II	301 Commerce Street	Fort Worth	TX	76102	817-810-5250	817-810-5255	mwarner@warnerstevens.com	Proposed Conflicts Counsel to the Official Committee of Unsecured Creditors
Weil, Gotshal & Manges LLP	Harvey R. Miller	767 Fifth Avenue		New York	NY	10153	212-310-8500	212-310-8077	harvey.miller@weil.com	Counsel to General Motors Corporation
Weil, Gotshal & Manges LLP	Jeffrey L. Tanenbaum, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	jeff.tanenbaum@weil.com	Counsel to General Motors Corporation
Weil, Gotshal & Manges LLP	Martin J. Bienenstock, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	martin.bienenstock@weil.com	Counsel to General Motors Corporation
Weil, Gotshal & Manges LLP	Michael P. Kessler, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	michael.kessler@weil.com	Counsel to General Motors Corporation
Wilmington Trust Company	Steven M. Cimalore	Rodney Square North	1100 North Market Street	Wilmington	DE	19890	302-636-6058	302-636-4143	scimalore@wilmingtontrust.com	Creditor Committee Member/Indenture Trustee

EXHIBIT B

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Brown Rudnick Berlack Israels LLP	Robert J. Stark	Seven Times Square		New York	NY	10036	212-209-4800	212-2094801	rstark@brownrudnick.com	Indenture Trustee
Cohen, Weiss & Simon	Bruce Simon	330 W. 42nd Street		New York	NY	10036	212-356-0231	212-695-5436	bsimon@cwsny.com	
Curtis, Mallet-Prevost, Colt & Mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	2126966000	2126971559	sreisman@cm-p.com	Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4092 212-450-4213	212-450-3092 212-450-3213	donald.bernstein@dpw.com brian.resnick@dpw.com	Counsel to Debtor's Postpetition Administrative Agent
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2491	sean.p.corcoran@delphi.com karen.j.craft@delphi.com	Debtors
Electronic Data Systems Corp.	Michael Nefkens	5505 Corporate Drive MSIA		Troy	MI	48098	248-696-1729	248-696-1739	mike.nefkens@eds.com	Creditor Committee Member
Flextronics International	Carrie L. Schiff	305 Interlocken Parkway		Broomfield	CO	80021	303-927-4853	303-652-4716	cschiff@flextronics.com	Counsel to Flextronics International
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Freescale Semiconductor, Inc.	Richard Lee Chambers, III	6501 William Cannon Drive West	MD: OE16	Austin	TX	78735	512-895-6357	512-895-3090	trey.chambers@freescale.com	Creditor Committee Member
Fried, Frank, Harris, Shriver & Jacobson	Brad Eric Sheler Bonnie Steingart Vivek Melwani Jennifer L. Rodburg Richard J. Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	212-859-4000	rodbuie@ffhsj.com sliviri@ffhsj.com	Counsel to Equity Security Holders Committee
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	randall.eisenberg@fticonsulting.com	Financial Advisors to Debtors
General Electric Company	Valerie Venable	9930 Kincey Avenue		Huntersville	NC	28078	704-992-5075	866-585-2386	valerie.venable@ge.com	Creditor Committee Member
Groom Law Group	Lonie A. Hassel	1701 Pennsylvania Avenue, NW		Washington	DC	20006	202-857-0620	202-659-4503	lhassel@groom.com	Counsel to Employee Benefits
Hodgson Russ LLP	Stephen H. Gross	1540 Broadway	24th Fl	New York	NY	10036	212-751-4300	212-751-0928	sgross@hodgsonruss.com	Counsel to Hexcel Corporation
Honigman Miller Schwartz and Cohn LLP	Frank L. Gorman, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	fgorman@honigman.com	Counsel to General Motors Corporation
Honigman Miller Schwartz and Cohn LLP	Robert B. Weiss, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	rweiss@honigman.com	Counsel to General Motors Corporation
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Weiland, Golden, Smiley, Wang Ekvall & Strok, LLP	Lei Lei Wang Ekvall	650 Town Center Drive	Suite 950	Costa Mesa	CA	92626		714-966-1000	714-966-1002	lekval@wgllp.com	Counsel to Toshiba America Electronic Components, Inc.
Weinstein, Eisen & Weiss LLP	Aram Ordubegian	1925 Century Park East	#1150	Los Angeles	CA	90067		310-203-9393	310-203-8110	aordubegian@weineisen.com	Counsel to Orbotech, Inc.
Weltman, Weinberg & Reis Co., L.P.A.	Geoffrey J. Peters	175 South Third Street	Suite 900	Columbus	OH	43215		614-857-4326	614-222-2193	gpeters@weltman.com	Counsel to Seven Seventeen Credit Union
White & Case LLP	Glenn Kurtz Gerard Uzzi Douglas Baumstein	1155 Avenue of the Americas		New York	NY	10036-2787		212-819-8200		gkurtz@ny.whitecase.com guzzi@whitecase.com dbaumstein@ny.whitecase.com	Counsel to Appaloosa Management, LP
White & Case LLP	Thomas Lauria Frank Eaton	Wachovia Financial Center	200 South Biscayne Blvd., Suite 4900	Miami	FL	33131		305-371-2700	305-358-5744	tlauria@whitecase.com featon@miami.whitecase.com	Counsel to Appaloosa Management, LP
Whyte, Hirschboeck Dudek S.C.	Bruce G. Arnold	555 East Wells Street	Suite 1900	Milwaukee	WI	53202-4894		414-273-2100	414-223-5000	barnold@whdlaw.com	Counsel to Schunk Graphite Technology
Winstead Sechrest & Minick P.C.	R. Michael Farquhar	5400 Renaissance Tower	1201 Elm Street	Dallas	TX	75270		214-745-5400	214-745-5390	mfarquhar@winstead.com	Counsel to National Instruments Corporation
Winthrop Couchot Professional Corporation	Marc. J. Winthrop	660 Newport Center Drive	4th Floor	Newport Beach	CA	92660		949-720-4100	949-720-4111	mwinthrop@winthropcouchot.com	Counsel to Metal Surfaces, Inc.
Winthrop Couchot Professional Corporation	Sean A. O'Keefe	660 Newport Center Drive	4th Floor	Newport Beach	CA	92660		949-720-4100	949-720-4111	sokeefe@winthropcouchot.com	Counsel to Metal Surfaces, Inc.
Womble Carlyle Sandridge & Rice, PLLC	Lillian H. Pinto	300 North Greene Street	Suite 1900	Greensboro	NC	27402		336-574-8058	336-574-4528	lpinto@wcsr.com	Counsel to Armacell
Zeichner Ellman & Krause LLP	Peter Janovsky	575 Lexington Avenue		New York	NY	10022		212-223-0400	212-753-0396	pjanovsky@zeklaw.com	Counsel to Toyota Tsusho America, Inc. and Karl Kufner, KG aka Karl Kuefner, KG
Zeichner Ellman & Krause LLP	Stuart Krause	575 Lexington Avenue		New York	NY	10022		212-223-0400	212-753-0396	skrause@zeklaw.com	Counsel to Toyota Tsusho America, Inc.

EXHIBIT C

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	PARTY / FUNCTION
Airgas, Inc.	David Boyle	259 Radnor-Chester Road, Suite 100	P.O. Box 6675	Radnor	PA	19087-8675	610-230-3064	Counsel to Airgas, Inc.
Akebono Corporation (North America)	Alan Swiech	34385 Twelve Mile Road		Farmington Hills	MI	48331	248-489-7406	Vice President of Administration for Akebono Corporation
APS Clearing, Inc.	Andy Leinhoff Matthew Hamilton	1301 S. Capital of Texas Highway	Suite B-220	Austin	TX	78746	512-314-4416	Counsel to APS Clearing, Inc.
Berry Moorman P.C.	James P. Murphy	535 Griswold	Suite 1900	Detroit	MI	48226	313-496-1200	Counsel to Kamax L.P.; Optrex America, Inc.
Bingham McHale LLP	Michael J Alerding	10 West Market Street	Suite 2700	Indianapolis	IN	46204	317-635-8900	Counsel to Universal Tool & Engineering co., Inc. and M.G. Corporation
Cage Williams & Abelman, P.C.	Steven E. Abelman	1433 Seventeenth Street		Denver	CO	80202	303-295-0202	Counsel to United Power, Inc.
Colbert & Winstead, P.C.	Amy Wood Malone	1812 Broadway		Nashville	TN	37203	615-321-0555	Counsel to Averitt Express, Inc.
Coolidge, Wall, Womsley & Lombard Co. LPA	Steven M. Wachstein	33 West First Street	Suite 600	Dayton	OH	45402	937-223-8177	Counsel to Harco Industries, Inc.; Harco Brake Systems, Inc.; Dayton Supply & Tool Company
Curtis, Mallet-Prevost, Colt & Mosle LLP	Andrew M. Thau	101 Park Avenue		New York	NY	10178-0061	212-696-8898	Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
Curtis, Mallet-Prevost, Colt & Mosle LLP	David S. Karp	101 Park Avenue		New York	NY	10178-0061	212-696-6065	Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.
DaimlerChrysler Corporation	Kim Kolb	CIMS 485-13-32	1000 Chrysler Drive	Auburn Hills	MI	48326-2766	248-576-5741	Counsel to DaimlerChrysler Corporation; DaimlerChrysler Motors Company, LLC; DaimlerChrysler Canada, Inc.
DiConza Law, P.C.	Gerard DiConza, Esq.	630 Third Avenue, 7th Floor		New York	NY	10017	212-682-4940	Counsel to Tyz-All Plastics, Inc.; Furukawa Electric North America APD; and Co-Counsel to Tower Automotive, Inc.
Dykema Gossett PLLC	Gregory J. Jordan	10 Wacker	Suite 2300	Chicago	IL	60606	312-627-2171	Counsel to Tremont City Barrel Fill PRP Group
Fagel Haber LLC	Gary E. Green	55 East Monroe	40th Floor	Chicago	IL	60603	312-346-7500	Counsel to Aluminum International, Inc.
Genovese Joblove & Battista, P.A.	Craig P. Rieders, Esq.	100 S.E. 2nd Street	Suite 4400	Miami	FL	33131	305-349-2300	Counsel to Ryder Integrated Logistics, Inc.
Grant & Eisenhofer P.A.	Geoffrey C. Jarvis	1201 North Market Street	Suite 2100	Wilmington	DE	19801	302-622-7000	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfornds ABP

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	PARTY / FUNCTION
Heller Ehrman LLP	Carren Shulman	Times Square Tower	Seven Times Square	New York	NY	10036	212-832-8300	Counsel to @Road, Inc.
Hunter & Schank Co. LPA	John J. Hunter	One Canton Square	1700 Canton Avenue	Toledo	OH	43624	419-255-4300	Counsel to ZF Group North America Operations, Inc.
Hunter & Schank Co. LPA	Thomas J. Schank	One Canton Square	1700 Canton Avenue	Toledo	OH	43624	419-255-4300	Counsel to ZF Group North America Operations, Inc.
Jason, Inc.	Beth Klimczak, General Counsel	411 E. Wisconsin Ave	Suite 2120	Milwaukee	WI	53202		General Counsel to Jason Incorporated
Johnston, Harris Gerde & Komarek, P.A.	Jerry W. Gerde, Esq.	239 E. 4th St.		Panama City	FL	32401	850-763-8421	Counsel to Peggy C. Brannon, Bay County Tax Collector
Kelley Drye & Warren, LLP	Mark I. Bane	101 Park Avenue		New York	NY	10178	212-808-7800	Counsel to the Pension Benefit Guaranty Corporation
Kelley Drye & Warren, LLP	Mark. R. Somerstein	101 Park Avenue		New York	NY	10178	212-808-7800	Counsel to the Pension Benefit Guaranty Corporation
Lord, Bissel & Brook LLP	Rocco N. Covino	885 Third Avenue	26th Floor	New York	NY	10022-4802	212-812-8340	Counsel to Sedgwick Claims Management Services, Inc. and Methode Electronics, Inc.
McGuirewoods LLP	Elizabeth L. Gunn	One James Center	901 East Cary Street	Richmond	VA	23219-4030	804-775-1178	Counsel to Siemens Logistics Assembly Systems, Inc.
Miami-Dade County Tax Collector	Metro-Dade Paralegal Unit	140 West Flagler Street	Suite 1403	Miami	FL	33130	305-375-5314	Paralegal Collection Specialist for Miami-Dade County
Norris, McLaughlin & Marcus North Point	Elizabeth L. Abdelmasieh, Esq	721 Route 202-206	P.O. Box 1018	Somerville	NJ	08876	908-722-0700	Counsel to Rotor Clip Company, Inc.
	Michelle M. Harner	901 Lakeside Avenue		Cleveland	OH	44114	216-586-3939	Counsel to WL. Ross & Co., LLC
O'Rourke Katten & Moody	Michael C. Moody	161 N. Clark Street	Suite 2230	Chicago	IL	60601	312-849-2020	Counsel to Ameritech Credit Corporation d/b/a SBC Capital Services
Orrick, Herrington & Sutcliffe LLP	Matthew W. Cheney	The Washington Harbour	3050 K Street, N.W.	Washington	DC	20007	202-339-8400	Counsel to Westwood Associates, Inc.
Paul, Weiss, Rifkind, Wharton & Garrison	Curtis J. Weidler	1285 Avenue of the Americas		New York	NY	10019-6064	212-373-3157	Counsel to Ambrake Corporation; Akebono Corporation
Professional Technologies Services	John V. Gorman	P.O. Box #304		Frankenmuth	MI	48734	989-385-3230	Corporate Secretary for Professional Technologies Services
Republic Engineered Products, Inc.	Joseph Lapinsky	3770 Embassy Parkway		Akron	OH	44333	330-670-3004	Counsel to Republic Engineered Products, Inc.
Ropers, Majeski, Kohn & Bentley	Christopher Norgaard	515 South Flower Street	Suite 1100	Los Angeles	CA	90071	213-312-2000	Counsel to Brembo S.p.A; Bibielle S.p.A.; AP Racing
Sachnoff & Weaver, Ltd	Charles S. Schulman	10 South Wacker Drive	40th Floor	Chicago	IL	60606	312-207-1000	Counsel to Infineon Technologies North America Corporation
Schafer and Weiner PLLC	Max Newman	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304	248-540-3340	Counsel to Dott Industries, Inc.
Schiff Hardin LLP	William I. Kohn	6600 Sears Tower		Chicago	IL	60066	312-258-5500	Counsel to Means Industries
Shipman & Goodwin LLP	Jennifer L. Adamy	One Constitution Plaza		Hartford	CT	06103-1919	860-251-5811	Counsel to Fortune Plastics Company of Illinois, Inc.; Universal Metal Hose Co.,

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	PARTY / FUNCTION
Sony Electronics Inc.	Lloyd B. Sarakin - Chief Counsel, Finance and Credit	1 Sony Drive	MD #1 E-4	Park Ridge	NJ	07656	201-930-7483	Counsel to Sony Electronics, Inc.
Stroock & Stroock & Lavan, LLP	Joseph G. Minias	180 Maiden Lane		New York	NY	10038	212-806-5400	Counsel to 975 Opdyke LP; 1401 Troy Associates Limited Partnership; 1401 Troy Associates Limited Partnership c/o Etkin Equities, Inc.; 1401 Troy Associates LP; Brighton Limited Partnership; DPS Information Services, Inc.; Etkin Management Services, Inc. a
Swidler Berlin LLP	Robert N. Steinwurtzel	The Washington Harbour	3000 K Street, N.W. Suite 300	Washington	DC	20007	202-424-7500	Attorneys for Sanders Lead Co., Inc.
Togut, Segal & Segal LLP	Albert Togut, Esq.	One Penn Plaza	Suite 3335	New York	NY	10119	212-594-5000	Conflicts counsel to Debtors
United Steel, Paper and Forestry, Rubber, Manufacturing, Energy	Allied Industrial and Service Workers, Intl Union (USW), AFL-CIO	David Jury, Esq.	Five Gateway Center Suite 807	Pittsburgh	PA	15222	412-562-2549	Counsel to United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO
Vorys, Sater, Seymour and Pease LLP	Robert J. Sidman, Esq.	52 East Gay Street	P.O. Box 1008	Columbus	OH	43216-1008	614-464-6422	
Vorys, Sater, Seymour and Pease LLP	Tiffany Strelow Cobb	52 East Gay Street		Columbus	OH	43215	614-464-8322	Counsel to America Online, Inc. and its Subsidiaries and Affiliates
Warner Stevens, L.L.P.	Michael D. Warner	301 Commerce Street	Suite 1700	Fort Worth	TX	76102	817-810-5250	Counsel to Electronic Data Systems Corp. and EDS Information Services, L.L.C.
Winstead Sechrest & Minick P.C.	Berry D. Spears	401 Congress Avenue	Suite 2100	Austin	TX	78701	512-370-2800	Counsel to National Instruments Corporation
WL Ross & Co., LLC	Stephen Toy	600 Lexington Avenue	19th Floor	New York	NY	10022	212-826-1100	Counsel to WL. Ross & Co., LLC

EXHIBIT D

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x	
	:
In re	:
	:
DELPHI CORPORATION, <u>et al.</u> ,	:
	:
Debtors.	:
	:
-----x	

AMENDED AND RESTATED ORDER UNDER 11 U.S.C. §§ 363, 502,
AND 503 AND FED. R. BANKR. P. 9019(b) AUTHORIZING DEBTORS
TO COMPROMISE OR SETTLE CERTAIN CLASSES OF CONTROVERSY
AND ALLOW CLAIMS WITHOUT FURTHER COURT APPROVAL

("AMENDED AND RESTATED SETTLEMENT PROCEDURES ORDER")

Upon the motion, dated June 6, 2006 (Docket No. 4037) (the "Original Motion"),¹
of Delphi Corporation and certain of its domestic subsidiaries and affiliates, debtors and
debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the
"Settlement Procedures Order") authorizing the Debtors to compromise or settle certain classes
of controversy, including, but not limited to, the allowance of claims within those classes, in
these chapter 11 cases without further court approval; and upon the limited objection of
Riverside Claims LLC, dated June 13, 2006 (Docket No. 4154); the objection of Appaloosa
Management L.P., Wexford Capital LLC, Lampe Conway & Co., LLC, Harbinger Capital
Partners LLC, and Marathon Asset Management LLC (the "Ad Hoc Equity Committee"), dated
June 13, 2006 (Docket No. 4162); the limited objection of the Official Committee of Equity
Security Holders (the "Equityholders' Committee"), dated June 15, 2006 (Docket No. 4215); and

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the
Original Motion.

the Court having entered the Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) (Docket No. 4154), entered on June 29, 2006 (the "Settlement Procedures Order"); and upon the motion, dated May 11, 2007 (Docket No. 7930) (the "Supplemental Motion," and together with the Original Motion, the "Motions") of the Debtors for an order clarifying and supplementing the Settlement Procedures Order; and the Debtors having requested at the May 31, 2007 hearing on the Supplemental Motion (the "May 31, 2007 Hearing") authority to submit an amended and restated Settlement Procedures Order (the "Amended And Restated Settlement Procedures Order"); and this Court having determined that the relief requested in the Motions and at the May 31, 2007 Hearing and granted herein is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motions, as modified herein, are GRANTED. The objections to the Original Motion are overruled, except as set forth herein.
2. The Settlement Procedures Order is amended and restated in its entirety as provided herein.
3. The Debtors are hereby authorized to utilize the Settlement Procedures (as defined below) to compromise or settle certain classes of controversy and allow certain claims within those classes.

4. The Debtors are hereby authorized, but not directed, to resolve non-ordinary course controversies, both prepetition and postpetition, without further Bankruptcy Court approval but pursuant to the procedures set forth below (the "Settlement Procedures").

5. For purposes of the Amended And Restated Settlement Procedures Order:

(a) "Documented Difference" means the difference between the Debtors' good faith estimate of the value of the controversy² and the Settlement Amount (as defined below).

(b) "Notice Parties" means (i) the U.S. Trustee, (ii) counsel for the Creditors' Committee, (iii) counsel for the agent under the Debtors' prepetition credit facility, and (iv) counsel for the agent under the Debtors' postpetition credit facility; provided that (v) counsel for the Equityholders' Committee shall be included as a Notice Party only in instances in which the claim at issue arises as a result of: general labor disputes, including, without limitation, employee claims related to such disputes; the shut down, wind down, or closure of a manufacturing facility; or the closure of one of the Debtors' plants or businesses, in whole or in part, (vi) counsel to the Ad Hoc Equity Committee shall be included as a Notice Party only with respect to claims proposed to be settled by Delphi Corporation, and (vii) counsel to Wilmington Trust Company, as indenture trustee ("WTC"), shall be included as a Notice Party only with respect to claims proposed to be settled by Delphi Corporation. Any information received by counsel to the Ad Hoc Equity Committee or counsel to WTC under the Settlement Procedures is for counsel's eyes only, unless the Debtors and the Ad Hoc Equity Committee or WTC, as applicable, agree otherwise, or subject to further order of the Bankruptcy Court.

(c) "Proposed Settlement Notice" means notice of the terms of the proposed settlement.

(d) "Settlement Amount" means the proposed amount for which the Debtors are seeking to settle such claim. For purposes of calculating the Settlement Amount under the notice procedures set forth below, the Debtors shall treat in the aggregate: (i) multiple settlements obtained by a single claimholder for a related series of claims; (ii) related series of claims of one or more claimholders resolved under one global settlement, regardless of whether such settlement was consummated under more than one settlement agreement; or (iii) related series of claims of one or more claimholders related to the same act or omission.

6. Resolution of the disputes under the Amended And Restated Settlement Procedures Order shall be subject to the following parameters:

² To the extent that the controversy is the reconciliation of a claim that is listed on the Debtors' schedules of assets of liabilities (the "Schedules"), the Debtors' good faith estimate of the value of such controversy shall be the amount listed for such claim on the Debtors' Schedules.

- (a) If the Settlement Amount for a general unsecured prepetition claim is less than \$1,000,000 (or \$500,000 for a prepetition secured or priority claim, administrative expense priority claim, or other postpetition claim), the Debtors shall be authorized to settle such claim without the need for further Court approval or further notice; provided, however, that once the aggregate amount of all Settlement Amounts obtained pursuant to this subparagraph (5)(a) exceeds \$100,000,000, the Debtors shall follow the procedures set forth in subparagraph 5(b) below if the Settlement Amount with respect to any individual proposed settlement is equal to or greater than \$500,000.
- (b) If (x) the Documented Difference for a general unsecured prepetition claim is greater than or equal to \$1,000,000 (and \$500,000 for a prepetition secured or priority claim, administrative expense priority claim, or other postpetition claim) but less than \$5,000,000, (y) the Settlement Amount for a general unsecured prepetition claim is greater than or equal to \$1,000,000 (or greater than or equal to \$500,000 for a prepetition secured or priority claim, administrative expense priority claim, or other postpetition claim), or (z) the Debtors have determined in their business judgment that a reasonable compromise or settlement of a claim affects any claim asserted by the Debtors against a third party in excess of \$1,000,000:
 - (i) The Debtors shall provide the Notice Parties with the Proposed Settlement Notice. The Proposed Settlement Notice shall be served by e-mail (except the U.S. Trustee), facsimile, overnight delivery, or hand delivery.
 - (ii) The Notice Parties shall have ten business days following initial receipt of the Proposed Settlement Notice to object to or request additional time to evaluate the proposed settlement. If counsel to the Debtors receive no written objection or written request for additional time prior to the expiration of such ten business day period, the Debtors shall be authorized to accept and consummate the proposed settlement.
 - (iii) If a Notice Party objects to the proposed settlement within ten business days after the Proposed Settlement Notice is received, the Debtors and such objecting Notice Party shall meet and confer in an attempt to negotiate a consensual resolution. Should either party determine that an impasse exists, then the Debtors shall not be authorized to consummate the proposed settlement without further order of the Bankruptcy Court.
- (c) If the Documented Difference is greater than or equal to \$5,000,000, the Debtors shall not be authorized to consummate the proposed settlement of a claim without further order of the Bankruptcy Court.

- (d) Notwithstanding anything to the contrary as set forth in these Settlement Procedures, if the Settlement Amount with respect to any individual proposed settlement is greater than or equal to \$10,000,000, the Debtors shall not be authorized to consummate the proposed settlement without further order of the Bankruptcy Court.

7. Settlement of any prepetition controversies in these categories resulting in monetary claims against the Debtors shall be resolved solely by the determination and allowance of a claim. The Debtors shall not pay any prepetition claims without a separate Bankruptcy Court order.

8. Settlement of any postpetition controversies in these categories resulting in monetary claims against the Debtors may be resolved, where applicable, by the Debtors' payment of an administrative expense claim related to such settlement.

9. The Debtors are authorized to allow claims against specific Debtor entities and their estates, where the allowance of such claims otherwise meets the requirements of this Order.

10. The Debtors are authorized to allow claims with a specific priority and security status, where the allowance of such claims otherwise meets the requirements of this Order.

11. The Debtors shall provide periodic summary reporting to counsel for the Creditors' Committee of all settlements consummated pursuant to this Order. This periodic reporting shall include, with respect to each settlement consummated since the prior report to the Creditors' Committee, (i) the names of parties with whom the Debtors have reached settlement, (ii) the asserted amount of the settling party's claim, (iii) the amounts of and other consideration for such consummated settlement, and (iv) the particulars of each such consummated settlement that were considered by the Debtors in arriving at the decision to enter into such settlement.

From and after the last day of the first full month after the date of entry of the proposed order,

this periodic reporting shall take place quarterly, until confirmation of a plan of reorganization in these cases.

12. In addition, with respect to claims that the Debtors are in the process of negotiating, where compromise or settlement of such claims would fall within the scope of this Order, the financial advisors to the Creditors' Committee shall be entitled to receive periodic reports containing aggregate summary information without any individual creditor data. The periodic reporting described in this paragraph shall be in the format currently being shared between the Debtors and the Creditors' Committee and shall take place not less frequently than monthly until further order of this Court.

13. Notwithstanding anything contained herein, any settlement that involves an "insider," as defined in section 101(31) of the Bankruptcy Code, shall be effected only in accordance with Bankruptcy Rule 9019(a).

14. This Order shall in no manner affect, impair, impede, or otherwise alter the right of the Debtors to resolve any controversy arising in the ordinary course of the Debtors' business or under any other order of the Court.

15. Following the running of the bar date established by this Court's Order Under 11 U.S.C. §§ 107(b), 501, 502, And 1111(a) And Fed. R. Bankr. P. 1009, 2002(a)(7), 3003(c)(3), And 5005(a) Establishing Bar Dates For Filing Proofs Of Claim And Approving Form And Manner Of Notice Thereof, dated April 12, 2006 (Docket No. 3206), the Debtors may renew their request to this Court to modify the terms of this Order, including but not limited to, aggregate caps, ceilings and thresholds, composition of the Notice Parties, and notice procedures, as set forth herein.

16. This Order shall be effective nunc pro tunc to June 29, 2006.

17. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation and performance of this Order.

18. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
June 26, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT E

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

OMNIBUS ORDER GRANTING SECOND INTERIM APPLICATIONS
OF CERTAIN PROFESSIONALS FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES
(FEBRUARY 1, 2006 THROUGH MAY 31, 2006)

("SECOND INTERIM FEE APPLICATIONS ORDER")

Upon the second interim applications of certain professionals listed on Exhibit A (collectively, the "Professionals") for allowance of compensation and reimbursement of expenses for professional services rendered and expenses incurred by the Professionals (collectively, the "Second Interim Fee Applications"); and the Court having previously appointed a Joint Fee Review Committee and established a protocol regarding the Joint Fee Review Committee, its composition, mandate, and procedures in accordance with the Fee Committee and Fee Procedures Protocol approved pursuant to the Third Supplemental Order Under U.S.C. § 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals (Docket No. 3630)¹; and the Joint Fee Review Committee having (i) reviewed the Second Interim Fee Applications and the respective supporting documentation together with its retained fee auditor (which issued preliminary audit reports to each of the Professionals with

¹ The Court entered its initial Interim Compensation Order at Docket No. 869 and has entered Supplemental Interim Compensation Orders at Docket Nos. 2747, 2986, 3630, 4545, 5310, and 6145.

respect to each of the Second Interim Fee Applications) and (ii) met or discussed with the Professionals the amounts requested by each Professional and the appropriateness of certain of the fees and expenses requested; and the amounts requested by certain of the Professionals having been reduced or deferred with the consent of each such Professional on account of issues or positions asserted by the Joint Fee Review Committee; and it appearing that proper and adequate notice of the Second Interim Fee Applications has been given and that no other or further notice is necessary; and upon the record of the hearing held on June 26, 2007 to consider the Second Interim Fee Applications including the affirmative recommendation of the Joint Fee Review Committee that the Second Interim Fee Applications filed by the Professionals listed on Exhibit A hereto should be approved to the extent set forth in Exhibit A attached hereto; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Second Interim Fee Applications filed by the Professionals listed on Exhibit A are GRANTED to the extent set forth in Exhibit A attached hereto.

Dated: New York, New York
June 27, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

IN RE DELPHI CORPORATION, ET AL. 05-44481 (RDD)
EXHIBIT A
SECOND INTERIM FEE APPLICATIONS

Applicant	Date/Document No. Of Fee Application	Total Professional Fees Requested by Applicant Net of Voluntary Reductions ¹	Total Professional Fees Recommended by Fee Committee ²	Total Professional Fees Awarded by Court	Total Charges and Disbursements Requested by Applicant Net of Voluntary Reductions ³	Total Charges and Disbursements Recommended by Fee Committee	Total Charges and Disbursements Awarded by Court	Total Voluntary Reductions by Applicant ⁴
DLA Piper US LLP	12/04/06 - Doc. #6030	\$68,065.25	\$65,050.25	\$65,050.25	\$344.70	\$344.70	\$344.70	\$3,015.00
PricewaterhouseCoopers LLP	3/20/07 - Doc. #7351	\$2,344,167.75	\$2,222,167.75	\$2,222,167.75	\$298,544.27	\$298,544.27	\$298,544.27	\$122,000.00

¹This amount reflects requested fees net of (i) voluntary reductions as stated in each Professional's fee application and (ii) each Professional's voluntary compliance with the Fee Procedures Protocol established by the Joint Fee Review Committee as disclosed on the cover page of each Professional's fee application.

²The voluntary reduction agreed to with the Joint Fee Review Committee has been applied against the total fees requested by each Professional.

³This amount reflects requested expenses net of (i) voluntary reductions as stated in each Professional's fee application and (ii) each Professional's voluntary compliance with the Fee Procedures Protocol established by the Joint Fee Review Committee as disclosed on the cover page of each Professional's fee application.

⁴Total Voluntary Reductions include (i) voluntary reductions as stated in each Professional's fee application, (ii) each Professional's voluntary compliance with the Fee Procedures Protocol established by the Joint Fee Review Committee, and (iii) each Professional's additional voluntary reduction as agreed to with the Joint Fee Review Committee.

DATE: 6/27/07

INITIALS: RDD_ USBJ

EXHIBIT F

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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OMNIBUS ORDER GRANTING THIRD INTERIM APPLICATIONS
OF CERTAIN PROFESSIONALS FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES
(JUNE 1, 2006 THROUGH SEPTEMBER 30, 2006)

("THIRD INTERIM FEE APPLICATIONS ORDER")

Upon the third interim applications of certain professionals listed on Exhibit A (collectively, the "Professionals") for allowance of compensation and reimbursement of expenses for professional services rendered and expenses incurred by the Professionals (collectively, the "Third Interim Fee Applications"); and the Court having previously appointed a Joint Fee Review Committee and established a protocol regarding the Joint Fee Review Committee, its composition, mandate, and procedures in accordance with the Fee Committee and Fee Procedures Protocol approved pursuant to the Third Supplemental Order Under U.S.C. § 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals (Docket No. 3630)¹; and the Joint Fee Review Committee having (i) reviewed the Third Interim Fee Applications and the respective supporting documentation together with its retained fee auditor (which issued preliminary audit reports to each of the Professionals with

¹ The Court entered its initial Interim Compensation Order at Docket No. 869 and has entered Supplemental Interim Compensation Orders at Docket Nos. 2747, 2986, 3630, 4545, 5310, and 6145.

respect to each of the Third Interim Fee Applications) and (ii) met or discussed with the Professionals the amounts requested by each Professional and the appropriateness of certain of the fees and expenses requested; and the amounts requested by certain of the Professionals having been reduced or deferred with the consent of each such Professional on account of issues or positions asserted by the Joint Fee Review Committee; and it appearing that proper and adequate notice of the Third Interim Fee Applications has been given and that no other or further notice is necessary; and upon the record of the hearing held on June 26, 2007 to consider the Third Interim Fee Applications including the affirmative recommendation of the Joint Fee Review Committee that the Third Interim Fee Applications filed by the Professionals listed on Exhibit A hereto should be approved to the extent set forth in Exhibit A attached hereto; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Third Interim Fee Applications filed by the Professionals listed on Exhibit A are GRANTED to the extent set forth in Exhibit A attached hereto.

Dated: New York, New York
June 27, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

IN RE DELPHI CORPORATION, ET AL. 05-44481 (RDD)
EXHIBIT A
THIRD INTERIM FEE APPLICATIONS

Applicant	Date/Document No. Of Fee Application	Total Professional Fees Requested by Applicant Net of Voluntary Reductions ¹	Total Professional Fees Recommended by Fee Committee ²	Total Professional Fees Awarded by Court	Total Charges and Disbursements Requested by Applicant Net of Voluntary Reductions ³	Total Charges and Disbursements Recommended by Fee Committee	Total Charges and Disbursements Awarded by Court	Total Voluntary Reductions by Applicant ⁴
DLA Piper US LLP	12/04/06 - Doc. #6031	\$218,036.50	\$209,636.50	\$209,636.50	\$7,688.31	\$7,688.31	\$7,688.31	\$8,400.00
Houlihan Lokey Howard & Zukin Capital	11/30/06 - Doc. #5987	\$355,645.16	\$355,645.16	\$355,645.16	\$28,061.94	\$23,561.94	\$23,561.94	\$4,500.00
Legal Cost Control, Inc.	3/21/07 - Doc. #7360	\$606,100.21	\$606,100.21	\$606,100.21	\$0.00	\$0.00	\$0.00	\$0.00
PricewaterhouseCoopers LLP	3/23/07 - Doc. #7402	\$7,929,282.75	\$7,807,282.75	\$7,807,282.75	\$906,500.55	\$906,500.55	\$906,500.55	\$122,000.00

¹This amount reflects requested fees net of (i) voluntary reductions as stated in each Professional's fee application and (ii) each Professional's voluntary compliance with the Fee Procedures Protocol established by the Joint Fee Review Committee as disclosed on the cover page of each Professional's fee application.

²The voluntary reduction agreed to with the Joint Fee Review Committee has been applied against the total fees requested by each Professional.

³This amount reflects requested expenses net of (i) voluntary reductions as stated in each Professional's fee application and (ii) each Professional's voluntary compliance with the Fee Procedures Protocol established by the Joint Fee Review Committee as disclosed on the cover page of each Professional's fee application.

⁴Total Voluntary Reductions include (i) voluntary reductions as stated in each Professional's fee application, (ii) each Professional's voluntary compliance with the Fee Procedures Protocol established by the Joint Fee Review Committee, and (iii) each Professional's additional voluntary reduction as agreed to with the Joint Fee Review Committee.

DATE: 6/27/07

INITIALS: RDD USBJ

EXHIBIT G

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Ron E. Meisler (RM 3026)

- and -

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Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
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Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 9685
(PLASTIC MOLDINGS COMPANY LLC)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Plastic Moldings Company LLC ("PMC") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 9685 (Plastic Moldings Company LLC) and agree and state as follows:

WHEREAS on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS PMC filed proof of claim number 9685 against Delphi on July 17, 2006, which asserts a secured claim in the amount of \$139,824.40 (the "Claim") stemming from goods delivered prior to the Petition Date.

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' Thirteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Insufficiently Documented Claims, (b) Claims Not Reflected On Debtors' Books And Records, (c) Protective Insurance Claims, (d) Insurance Claims Not Reflected On Debtors' Books And Records, (e) Untimely Claims And Untimely Tax Claims, And (f) Claims Subject To Modification, Tax Claims Subject to Modification, And Claims Subject To Modification And Reclamation Agreement (Docket No. 7825) (the "Thirteenth Omnibus Claims Objection"), which was filed on April 27, 2007.

WHEREAS on June 4, 2007, PMC filed the Response Of Plastic Molding Company LLC To Debtors' Thirteenth Omnibus Objection To Certain Claims (Docket No. 8173) (the "Response").

WHEREAS on June 15, 2007, to resolve the Thirteenth Omnibus Claims Objection with respect to the Claim, Delphi Automotive Systems LLC ("DAS LLC") and PMC entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$139,824.40.

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

THEREFORE, the Debtors and PMC stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$139,824.40 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. PMC's Response to the Thirteenth Omnibus Claims Objection is deemed withdrawn with prejudice.

So Ordered in New York, New York, this 26th day of June, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
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& FLOM LLP
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/s/ Dale Turner

Dale Turner
PLASTIC MOLDINGS COMPANY LLC
2181 Grand Avenue
Cincinnati, Ohio 45214
(513) 557-5211

- and -

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Thomas J. Matz
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Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

EXHIBIT H

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John K. Lyons (JL 4951)
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- and -

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Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

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International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
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DELPHI CORPORATION, et al.,	: Case No. 05-44481 (RDD)
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Debtors.	: (Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER
ALLOWING PROOF OF CLAIM NUMBER 8856
(RIVERSIDE CLAIMS LLC AS ASSIGNEE FOR FAULKNER IND. MAINTENANCE)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Riverside Claims LLC As Assignee For Faulkner Ind. Maintenance ("Riverside") respectfully submit this Joint Stipulation And Agreed Order Allowing Proof Of Claim Number 8856 (Riverside Claims LLC As Assignee For Faulkner Ind. Maintenance) and agree and state as follows:

WHEREAS on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS Riverside filed proof of claim number 8856 against Delphi Automotive Systems ("DAS LLC") on July 3, 2006, which asserts an unsecured non-priority claim in the amount of \$1,365.00 (the "Claim") stemming from the sale of goods to DAS LLC.

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Insufficiently Documented Claims, (b) Claims Not Reflected On Debtors' Books And Records, (c) Untimely Claims, And (d) Claims Subject To Modification (Docket No. 6968) (the "Ninth Omnibus Claims Objection"), which was filed on February 15, 2007.

WHEREAS on March 13, 2007, Riverside filed its Response To Debtors' Ninth Omnibus Claims Objection (Docket No. 7319) (the "Response").

WHEREAS DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$1,365.00.

WHEREAS DAS LLC is authorized to settle the Ninth Omnibus Claims Objection as to the Claim either because the Claim involve ordinary course controversies or

pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

THEREFORE, the Debtors and Riverside stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$1,365.00 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Riverside shall withdraw its Response to the Ninth Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 26th day of June, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
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/s/ Robyn J. Spalter

Robyn J. Spalter, General Counsel
ReGen Capital/Riverside Claims, LLC
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212-501-0990

Attorneys for Riverside Claims LLC As Assignee
For Faulkner Ind. Maintenance

- and -

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Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

EXHIBIT I

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John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

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Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

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Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
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Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER DISALLOWING
AND EXPUNGING PROOF OF CLAIM NUMBER 14675
(SIERRA LIQUIDITY FUND, LLC AS ASSIGNEE OF BALES COMPANY)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Sierra Liquidity Fund, LLC, as assignee of Bales Company ("Sierra"), respectfully submit this Joint Stipulation And Agreed Order Disallowing And Expunging Proof Of Claim Number 14675 (Sierra Liquidity Fund, LLC As Assignee Of Bales Company) and agree and state as follows:

WHEREAS on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS Sierra filed proof of claim number 14675 against Delphi Automotive Systems LLC ("DAS LLC") on July 31, 2006, which asserts an unsecured non-priority claim in the amount of \$3,160.00 (the "Claim") stemming from goods allegedly delivered prior to the Petition Date.

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' Seventh Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, And (C) Untimely Claims (Docket No. 6585) (the "Seventh Omnibus Claims Objection"), which was filed on January 12, 2007.

WHEREAS on February 8, 2007, Sierra filed its Response To Seventh Omnibus Objection To Claims By Delphi Corporation, Et Al.; Sierra Liquidity, LLC (Assignee); Bales Company (Assignor); Claim No. 14675 (Docket No. 6908) (the "Response").

WHEREAS the Debtors and Sierra agree that the Claim is not a prepetition liability owing by DAS LLC.

THEREFORE, the Debtors and Sierra stipulate and agree as follows:

1. The Claim shall be disallowed and expunged in its entirety.
2. Sierra shall withdraw its Response to the Seventh Omnibus Claims

Objection with prejudice.

So Ordered in New York, New York, this 26th day of June, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
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/s/ Jim Riley

Jim Riley
Scott August
SIERRA LIQUIDITY FUND, LLC
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(949) 660-1144, ext. 17

Sierra Liquidity Fund, LLC, as assignee of Bales
Company

- and -

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Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

EXHIBIT J

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
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Debtors.	:	(Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 7024
(MICHIGAN HERITAGE BANK)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Michigan Heritage Bank ("MHB") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 7024 (Michigan Heritage Bank) and agree and state as follows:

WHEREAS on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS MHB filed proof of claim number 7024 against Delphi on May 20, 2006, which asserts a secured claim in the amount of \$766,355.00 (the "Claim") allegedly arising under a master lease agreement dated March 30, 2001 and Equipment Schedule No. 007 dated October 7, 2003 (collectively, the "Agreement").

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Insufficiently Documented Claims, (b) Claims Not Reflected On Debtors' Books And Records, (c) Untimely Claims, And (d) Claims Subject To Modification (Docket No. 6968) (the "Ninth Omnibus Claims Objection"), which was filed on February 15, 2007.

WHEREAS on March 19, 2007, MHB filed its Response Of Creditor Michigan Heritage Bank To Ninth Omnibus Objection (Docket No. 7331) (the "Response").

WHEREAS on May 31, 2007, to resolve the Ninth Omnibus Claims Objection with respect to the Claim, Delphi Automotive Systems LLC ("DAS LLC") and MHB entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed as a general unsecured non-priority claim against the estate of DAS LLC in the amount of \$11,178.92.

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

THEREFORE, the Debtors and MHB stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$11,178.92 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. MHB reserves its rights to file a proof of claim for rejection damages ("Rejection Damages") pursuant to the Order Under 11 U.S.C. 107(b), 501, 502 And 1111(a) And Fed. R. Bankr. P. 1009, 2002(a)(7), 3003(c)(3), And 5005(a) Establishing Bar Dates For Filing Proofs Of Claim And Approving Form And Manner Of Notice Thereof (Docket No. 3206), entered by this Court on April 12, 2005, in the event that the Debtors reject the Agreement.
3. The Debtors reserve the right to dispute any claim that MHB asserts for Rejection Damages
4. MHB shall withdraw its Response to the Ninth Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 26th day of June, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
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/s/ Robert Goldi

Robert Goldi
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Attorneys for Michigan Heritage Bank

- and -

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Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

EXHIBIT K

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Ron E. Meisler (RM 3026)

- and -

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
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Debtors.	:	(Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 2741
(SIERRA LIQUIDITY FUND, LLC AS ASSIGNEE OF DEXPORT TOOL MFG.)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Sierra Liquidity Fund, LLC as assignee of Dexport Tool Mfg. ("Sierra") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 2741 (Sierra Liquidity Fund, LLC As Assignee Of Dexport Tool Mfg.) and agree and state as follows:

WHEREAS on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS Sierra filed proof of claim number 2741 against Delphi on April 24 2006, which asserts an unsecured non-priority claim in the amount of \$550.00 (the "Claim") stemming from the sale of goods.

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification (Docket No. 6968) (the "Ninth Omnibus Claims Objection"), which was filed on February 15, 2007.

WHEREAS on March 13, 2007, Sierra filed its Response To Ninth Omnibus Objection To Claims; Sierra Liquidity Fund, LLC (Assignee); Dexport Tool Mfg. (Assignor), Claim No. 2741, 2699 (Docket No. 7235) (the "Response").

WHEREAS on May 31, 2007, to resolve the Ninth Omnibus Claims Objection with respect to the Claim, DAS LLC and Sierra entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$550.00.

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

THEREFORE, the Debtors and Sierra stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$550.00 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.

2. Sierra shall withdraw its Response to the Ninth Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 26th day of June, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
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(312) 407-0700

/s/ Jim Riley

Jim Riley
Scott August
SIERRA LIQUIDITY FUND, LLC
2699 White Road, Suite 255
Irvine, CA 92614
(949) 660-1144, ext. 17

- and -

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Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

EXHIBIT L

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05 - 44481 (RDD)
:
Debtors. : (Jointly Administered)
:
----- X

THIRD AMENDED ORDER SUSPENDING FURTHER PROCEEDINGS ON DEBTORS'
MOTION FOR ORDER UNDER 11 U.S.C. § 1113(c) AUTHORIZING REJECTION OF
COLLECTIVE BARGAINING AGREEMENTS AND AUTHORIZING
MODIFICATION OF RETIREE WELFARE BENEFITS UNDER 11 U.S.C. § 1114(g)

("THIRD AMENDED SECTION 1113 AND
1114 PROCEEDINGS SUSPENSION ORDER")

Upon the Motion, dated October 8, 2005 (the "Motion"), of Delphi Corporation and certain of its domestic subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under 11 U.S.C. §§ 1113 and 1114 of the Bankruptcy Code¹ and Fed. R. Bankr. P. 2002(m) and 9006 establishing notice procedures, briefing schedule, and hearing date regarding the Debtors' Motion To (a) Reject Collective Bargaining Agreements Under Section 1113(c) And (b) Eliminate Retiree Medical And Life Insurance Benefits For Union-Represented Retirees Under Section 1114(g) (the "1113/1114 Motion"); and this Court having entered an order granting the Motion on October 13, 2005 (Docket No. 232);² and the Court having received and reviewed various objections and responses

¹ As used herein, the term "Bankruptcy Code" means chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended and in effect on October 8, 2005.

² Subsequent scheduling orders have been entered by the Court at docket nos. 2225, 2425, 2996, 4170, 5058, 5221, 5399, 5539, 5662, 6148, and 6419.

to the 1113/1114 Motion filed by various parties (collectively, the "Respondents");³ and the Court having commenced the contested hearing on the 1113/1114 Motion on May 9, 2006 and conducted hearings on the contested motion on various trial dates in May and June 2006; and the Court having adjourned the contested hearing on the 1113/1114 Motion to a date to be determined and the deadlines for a ruling on the 1113/1114 Motion to January 31, 2007 pursuant to the Ninth Amended Section 1113 And 1114 Scheduling Order on November 22, 2006 (Docket No. 5662); and the Court having conducted in-camera status conferences from time to time so that the Court could be apprised by the Debtors and the Respondents of the status of negotiations regarding consensual resolution of the 1113/1114 Motion; and the Debtors having filed an Expedited Motion For Order Authorizing And Approving The Equity Purchase And Commitment Agreement Pursuant To Sections 105(a), 363(b), 503(b) and 507(a) Of The Bankruptcy Code And The Plan Framework Support Agreement Pursuant To Sections 105(a), 363(b), And 1125(e) Of The Bankruptcy Code on December 18, 2006 (collectively, the "Framework Agreements") (Docket No. 6179) (the "Plan Investment and Framework Support Motion"); and the Court having issued an order authorizing and approving the Plan Investment And Framework Support Motion (Docket No. 6589); and the Court having suspended further proceedings on the 1113/1114 Motion until further order of the Court and extended the date by which a ruling on the 1113/1114 Motion shall be issued to May 1, 2007 or, if the Debtors have filed a disclosure statement on or prior to May 1, 2007, until July 31, 2007 (the "Section 1113 And 1114 Suspension Order") (Docket No. 6779); and the Court having amended the Section 1113 And 1114 Suspension Order and extended the date by which a ruling on the 1113/1114 Motion shall be issued to May 31, 2007 or, if the Debtors have filed a disclosure statement on or

³ Objections and responses have been filed at docket numbers 3314, 3317, 3322, 3330, 3332, 3342, 3346, 3353, 3356, 3561, and 3628.

prior to May 31, 2007, until July 31, 2007 (Docket No. 7819); and the Court having further amended the Section 1113 And 1114 Suspension Order and extended the date by which a ruling on the 1113/1114 Motion shall be issued to June 29, 2007 (Docket No. 8128); and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Section 1113 And 1114 Suspension Order (Docket No. 6779) shall continue in full force and effect except that paragraphs 2 and 3 thereof shall be amended in their entirety to read as follows:

2. The Court shall conduct an in-person, in-camera chambers conference pursuant to 11 U.S.C. § 105(d)(1) with the Debtors, the Respondents, and the official committee of equity security holders (collectively, the "Parties") at 3:00 p.m. (prevailing Eastern time) on July 19, 2007 so that the Court can be apprised by the Parties of the status of the Framework Agreements and negotiations regarding the consensual resolution of the 1113/1114 Motion. Parties shall be permitted to participate telephonically in such chambers conference.
3. The date by which a ruling on the 1113/1114 Motion shall be issued pursuant to 11 U.S.C. § 1113(d)(2) and 11 U.S.C. § 1114(k)(2) shall be extended, with the consent of the Debtors and the Respondents (to the extent required by statute), to July 27, 2007. The Parties reserve their right to agree to additional extensions beyond these dates.

Dated: New York, New York
June 29, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT M

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

THIRD AMENDED ORDER SUSPENDING FURTHER PROCEEDINGS ON
DEBTORS' MOTION FOR ORDER UNDER 11 U.S.C. § 365 AND FED. R.
BANKR. P. 6006 AUTHORIZING REJECTION OF CERTAIN
EXECUTORY CONTRACTS WITH GENERAL MOTORS CORPORATION

("THIRD AMENDED GM CONTRACT REJECTION
MOTION NO. 1 PROCEEDINGS SUSPENSION ORDER")

Upon the Motion For Order Under 11 U.S.C. § 365 And Fed. R. Bankr. P. 6006
Authorizing Rejection Of Certain Executory Contracts With General Motors Corporation, dated
March 31, 2006 (Docket No. 3033) (the "Motion"), filed by Delphi Corporation and certain of its
subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases
(collectively, the "Debtors"); and upon the response of the Official Committee of Unsecured
Creditors, dated June 15, 2006 (Docket No. 4198), the preliminary and supplemental objections
of General Motors Corporation, dated April 12, 2006 and June 5, 2006, respectively (Docket Nos.
3210 and 4019), the preliminary objection and response and supplemental limited objection of
the Ad Hoc Equity Committee, dated April 17, 2006 and August 8, 2006, respectively (Docket
Nos. 3243 and 4879), the limited objection of SPS Technologies, Inc., SPS Technologies
Waterford Company, and Greer Stop Nut, Inc., dated May 2, 2006 (Docket No. 3567), and the
preliminary and limited objections of the Official Committee of Equity Security Holders, dated

May 26, 2006 and June 12, 2006, respectively (Docket Nos. 3926 and 4128) (collectively with the objectors and responders, the "Respondents"); and upon the Debtors' Omnibus Response To Objections To Debtors' Motion For Order Under 11 U.S.C. § 365 And Fed. R. Bankr. 6006 Authorizing Rejection Of Certain Executory Contracts With General Motors Corporation, dated June 15, 2006 (Docket No. 4203); and the Debtors having originally noticed the Motion for hearing on the omnibus hearing date of May 12, 2006, which was subsequently adjourned by the Court; and the Court having issued a Pretrial And Scheduling Order Relating To Debtors' Motion For Order Under 11 U.S.C. § 365 And Fed. R. Bankr. P. 6006 Authorizing Rejection Of Certain Executory Contracts With General Motors Corporation, dated June 13, 2006 (Docket No. 4169) (the "Pretrial And Scheduling Order"); and the Court having issued a series of scheduling orders thereafter adjourning commencement of a hearing on the Motion and directing the participation of the Debtors and the Respondents in in-camera status conferences from time to time;¹ and the Debtors having filed an Expedited Motion For Order Authorizing And Approving The Equity Purchase And Commitment Agreement Pursuant To Sections 105(a), 363(b), 503(b) and 507(a) Of The Bankruptcy Code And The Plan Framework Support Agreement Pursuant To Sections 105(a), 363(b), And 1125(e) Of The Bankruptcy Code on December 18, 2006 (Docket No. 6179) (the "Plan Investment and Framework Support Motion"); and the Court having issued an Order Authorizing And Approving The Equity Purchase And Commitment Agreement Pursuant To Sections 105(a), 363(b), 503(b) and 507(a) Of The Bankruptcy Code And The Plan Framework Support Agreement Pursuant To Sections 105(a), 363(b), And 1125(e) Of The Bankruptcy Code on January 12, 2007 (Docket No. 6589) (the "Plan Investment and Framework Support Order"); and the Court having issued the Order Suspending Further Proceedings On Debtors' Motion For

¹ Subsequent scheduling orders have been entered by the Court at docket nos. 5400, 5538, 5658, 6147, and 6420.

Order Under 11 U.S.C. § 365 And Fed. R. Bankr. P. 6006 Authorizing Rejection Of Certain Executory Contracts With General Motors Corporation (Docket No. 6778) (the "GM Contract Rejection Motion No. 1 Proceedings Suspension Order"), dated January 31, 2007; and the Court having issued the First Amended Order Suspending Further Proceedings On Debtors' Motion For Order Under 11 U.S.C. § 365 And Fed. R. Bankr. P. 6006 Authorizing Rejection Of Certain Executory Contracts With General Motors Corporation (Docket No. 7819), dated April 27, 2007; and the Court having issued the Second Amended Order Suspending Further Proceedings On Debtors' Motion For Order Under 11 U.S.C. § 365 And Fed. R. Bankr. P. 6006 Authorizing Rejection Of Certain Executory Contracts With General Motors Corporation (Docket No. 8132), dated May 31, 2007; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

The Pretrial And Scheduling Order, as amended by the GM Contract Rejection Motion No. 1 Proceedings Suspension Order, shall remain in full force and effect except as follows:

1. The Court shall conduct an in-person, in-camera status conference pursuant to 11 U.S.C. § 105(d)(1) with the Debtors and the Respondents at 3:00 p.m. (prevailing Eastern time) on July 19, 2007.

Dated: New York, New York
June 29, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT N

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

OMNIBUS ORDER GRANTING FOURTH INTERIM APPLICATIONS
OF CERTAIN PROFESSIONALS FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES
(OCTOBER 1, 2006 THROUGH JANUARY 31, 2007)

("FOURTH INTERIM FEE APPLICATIONS ORDER")

Upon the fourth interim applications of certain professionals listed on Exhibit A (collectively, the "Professionals") for allowance of compensation and reimbursement of expenses for professional services rendered and expenses incurred by the Professionals (collectively, the "Fourth Interim Fee Applications"); and the Court having previously appointed a Joint Fee Review Committee and established a protocol regarding the Joint Fee Review Committee, its composition, mandate, and procedures in accordance with the Fee Committee and Fee Procedures Protocol approved pursuant to the Third Supplemental Order Under U.S.C. § 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals (Docket No. 3630)¹; and the Joint Fee Review Committee having (i) reviewed the Fourth Interim Fee Applications and the respective supporting documentation together with its retained fee auditor (which issued preliminary audit reports to each of the Professionals with

¹ The Court entered its initial Interim Compensation Order at Docket No. 869 and has entered Supplemental Interim Compensation Orders at Docket Nos. 2747, 2986, 3630, 4545, 5310, and 6145.

respect to each of the Fourth Interim Fee Applications) and (ii) met or discussed with the Professionals the amounts requested by each Professional and the appropriateness of certain of the fees and expenses requested; and the amounts requested by certain of the Professionals having been reduced or deferred with the consent of each such Professional on account of issues or positions asserted by the Joint Fee Review Committee; and it appearing that proper and adequate notice of the Fourth Interim Fee Applications has been given and that no other or further notice is necessary; and upon the record of the hearing held on June 26, 2007 to consider the Fourth Interim Fee Applications including the affirmative recommendation of the Joint Fee Review Committee that the Fourth Interim Fee Applications filed by the Professionals listed on Exhibit A hereto should be approved to the extent set forth in Exhibit A attached hereto; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Fourth Interim Fee Applications filed by the Professionals listed on Exhibit A are GRANTED to the extent set forth in Exhibit A attached hereto.
2. The Debtors are hereby authorized and directed to release all remaining holdback amounts of professional fees held back and retained by the Debtors (net of any voluntary fee and expense reductions agreed to by the Professionals) for each of the Fourth Interim Fee Applications filed by the Professionals listed on Exhibit A.

Dated: New York, New York
June 27, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

IN RE DELPHI CORPORATION, ET AL. 05-44481 (RDD)
EXHIBIT A
FOURTH INTERIM FEE APPLICATIONS

Applicant	Date/Document No. Of Fee Application	Total Professional Fees Requested by Applicant Net of Voluntary Reductions ¹	Total Professional Fees Recommended by Fee Committee ²	Total Professional Fees Awarded by Court	Total Charges and Disbursements Requested by Applicant Net of Voluntary Reductions ³	Total Charges and Disbursements Recommended by Fee Committee	Total Charges and Disbursements Awarded by Court	Total Voluntary Reductions by Applicant ⁴
Banner & Witcoff, Ltd.	3/23/07 - Doc. #7405	\$85,631.00	\$85,631.00	\$85,631.00	\$1,762.24	\$1,762.24	\$1,762.24	\$0.00
Blake, Cassels & Graydon LLP (CDNS)	4/02/07 - Doc. #7538	\$130,552.50	\$125,183.00	\$125,183.00	\$2,002.77	\$2,002.77	\$2,002.77	\$5,369.50
Buck Consultants, LLC	3/30/07 - Doc. #7486	\$6,740.00	\$6,292.00	\$6,292.00	\$0.00	\$0.00	\$0.00	\$448.00
Butzel Long, P.C.	3/30/07 - Doc. #7495	\$427,143.92	\$425,750.92	\$425,750.92	\$6,391.99	\$6,391.99	\$6,391.99	\$1,393.00
Cadwalader, Wickersham, & Taft, LLP	3/15/07 - Doc. #7282	\$19,051.20	\$17,871.20	\$17,871.20	\$614.20	\$614.20	\$614.20	\$1,180.00
Cantor Colburn LLP	3/30/07 - Doc. #7514	\$303,133.00	\$301,798.00	\$301,798.00	\$48,657.42	\$48,657.42	\$48,657.42	\$180,633.00
Covington & Burling LLP	3/28/07 - Doc. #7450	\$151,395.00	\$128,075.00	\$128,075.00	\$6,032.91	\$4,232.91	\$4,232.91	\$25,120.00
Deloitte & Touche LLP	3/30/07 - Doc. #7505	\$123,506.40	\$105,350.40	\$105,350.40	\$0.00	\$0.00	\$0.00	\$18,156.00
Dickinson Wright PLLC	3/30/07 - Doc. #7506	\$63,489.00	\$61,489.00	\$61,489.00	\$2,275.81	\$2,275.81	\$2,275.81	\$2,000.00
DLA Piper US LLP	3/31/07 - Doc. #7726	\$25,560.50	\$23,114.50	\$23,114.50	\$3,960.93	\$3,960.93	\$3,960.93	\$2,446.00
Ernst & Young LLP	3/30/07 - Doc. #7520	\$3,486,688.00	\$3,442,688.00	\$3,442,688.00	\$91,082.00	\$89,701.00	\$89,701.00	\$45,381.00
Fried, Frank, Harris, Shriver & Jacobson LLP	3/29/07 - Doc. #7470	\$2,701,363.00	\$2,677,963.00	\$2,677,963.00	\$133,271.20	\$117,871.20	\$117,871.20	\$38,800.00
FTI Consulting, Inc.	3/30/07 - Doc. #7509	\$6,767,132.17	\$6,767,132.17	\$6,767,132.17	\$621,771.79	\$621,771.79	\$621,771.79	\$567,617.75
Groom Law Group, Chartered	3/30/07 - Doc. #7502	\$59,819.38	\$59,819.38	\$59,819.38	\$4,550.36	\$4,550.36	\$4,550.36	\$6,647.00
Houlihan Lokey Howard & Zukin Capital	3/30/07 - Doc. #7504	\$700,000.00	\$700,000.00	\$700,000.00	\$26,636.80	\$20,736.80	\$20,736.80	\$5,900.00
Howard & Howard Attorneys, P.C.	3/23/07 - Doc. #7403	\$168,238.00	\$158,238.00	\$158,238.00	\$15,127.28	\$15,127.58	\$15,127.58	\$10,000.00
Ivins, Phillips, & Barker Chartered	4/05/07 - Doc. #7587	\$198,568.75	\$198,568.75	\$198,568.75	\$4,666.77	\$4,666.77	\$4,666.77	\$0.00
Jaeckle Fleischmann & Mugel, LLP	3/30/07 - Doc. #7501	\$197,396.50	\$196,795.50	\$196,795.50	\$46,635.29	\$46,635.29	\$46,635.29	\$601.00
Jefferies & Company, Inc.	3/30/07 - Doc. #7490	\$700,000.00	\$700,000.00	\$700,000.00	\$14,879.04	\$9,879.04	\$9,879.04	\$5,000.00
Jones Lang Lasalle Americas, Inc.	3/31/07 - Doc. #7531	\$255,134.15	\$255,134.15	\$255,134.15	\$7,592.66	\$7,592.66	\$7,592.66	\$0.00
KPMG LLP	3/31/07 - Doc. #7533	\$2,994,667.15	\$2,938,564.15	\$2,938,564.15	\$265,285.42	\$265,285.42	\$265,285.42	\$56,103.00
Latham & Watkins LLP	3/30/07 - Doc. #7484	\$2,889,599.50	\$2,836,008.50	\$2,836,008.50	\$160,467.74	\$155,018.74	\$155,018.74	\$59,040.00
Legal Cost Control, Inc.	3/29/07 - Doc. #7471	\$480,804.16	\$480,804.16	\$480,804.16	\$0.00	\$0.00	\$0.00	\$0.00
Mayer, Brown, Rowe & Maw LLP	3/30/07 - Doc. #7487	\$1,189,182.19	\$1,181,159.19	\$1,181,159.19	\$35,591.22	\$33,672.22	\$33,672.22	\$92,304.31
Mesirow Financial Consulting, LLC	3/30/07 - Doc. #7489	\$1,099,948.00	\$1,087,981.00	\$1,087,981.00	\$23,930.00	\$22,524.00	\$22,524.00	\$21,081.00
O'Melveny & Myers LLP	3/30/07 - Doc. #7494	\$151,934.25	\$128,177.25	\$128,177.25	\$288,188.20	\$288,188.20	\$288,188.20	\$25,239.70
Price, Heneveld, Cooper, DeWitt & Litton, LLP	3/28/07 - Doc. #7451	\$173,586.00	\$173,586.00	\$173,586.00	\$8,330.15	\$8,330.15	\$8,330.15	\$0.00
PricewaterhouseCoopers LLP	4/27/07 - Doc. #7815	\$8,557,454.00	\$8,435,454.00	\$8,435,454.00	\$542,801.10	\$542,801.10	\$542,801.10	\$122,000.00
Quinn Emanuel Urquhart Oliver & Hedges, LLP	3/30/07 - Doc. #7527	\$4,149.50	\$839.50	\$839.50	\$0.00	\$0.00	\$0.00	\$3,310.00
Rader, Fishman & Grauer PLLC	4/03/07 - Doc. #7559	\$215,432.50	\$215,432.50	\$215,432.50	\$80,530.26	\$80,530.26	\$80,530.26	\$0.00
Rothschild Inc.	3/29/07 - Doc. #7479	\$1,000,000.00	\$1,000,000.00	\$1,000,000.00	\$207,456.79	\$203,956.79	\$203,956.79	\$3,500.00
Shearman & Sterling LLP	3/02/07 - Doc. #7106	\$363,217.65	\$349,584.17	\$349,584.17	\$19,937.50	\$19,937.50	\$19,937.50	\$13,633.48
Skadden, Arps, Slate, Meagher & Flom LLP	3/30/07 - Doc. #7522	\$12,820,504.00	\$12,820,504.00	\$12,820,504.00	\$708,096.00	\$708,096.00	\$708,096.00	\$1,277,812.00
Steven Hall & Partners, LLC	3/30/07 - Doc. #7485	\$272,442.50	\$272,442.50	\$272,442.50	\$0.00	\$0.00	\$0.00	\$0.00
Thompson Hine LLP	2/28/07 - Doc. #7070	\$124,952.75	\$124,417.75	\$124,417.75	\$9,250.29	\$9,250.29	\$9,250.29	\$535.00
Togut, Segal & Segal LLP	3/30/07 - Doc. #7491	\$593,308.00	\$566,308.00	\$566,308.00	\$5,790.70	\$5,790.70	\$5,790.70	\$27,000.00
Warner Stevens, L.L.P.	3/30/07 - Doc. #7510	\$112,781.50	\$112,781.50	\$112,781.50	\$5,654.20	\$4,454.20	\$4,454.20	\$5,700.00
Wilmer Cutler Pickering Hale and Dorr LLP	3/29/07 - Doc. #7472	\$154,400.50	\$146,400.50	\$146,400.50	\$2,823.21	\$2,823.21	\$2,823.21	\$8,000.00

¹This amount reflects requested fees net of (i) voluntary reductions as stated in each Professional's fee application and (ii) each Professional's voluntary compliance with the Fee Procedures Protocol established by the Joint Fee Review Committee as disclosed on the cover page of each Professional's fee application.

²The voluntary reduction agreed to with the Joint Fee Review Committee has been applied against the total fees requested by each Professional.

³This amount reflects requested expenses net of (i) voluntary reductions as stated in each Professional's fee application and (ii) each Professional's voluntary compliance with the Fee Procedures Protocol established by the Joint Fee Review Committee as disclosed on the cover page of each Professional's fee application.

⁴Total Voluntary Reductions include (i) voluntary reductions as stated in each Professional's fee application, (ii) each Professional's voluntary compliance with the Fee Procedures Protocol established by the Joint Fee Review Committee, and (iii) each Professional's additional voluntary reduction as agreed to with the Joint Fee Review Committee.

DATE: 6/27/07

INITIALS: RDD USBJ

EXHIBIT O

IN RE DELPHI CORPORATION, ET AL. 05-44481 (RDD)
EXHIBIT A
FOURTH INTERIM FEE APPLICATIONS

Applicant	Date/Document No. Of Fee Application	Total Professional Fees Requested by Applicant Net of Voluntary Reductions ¹	Total Professional Fees Recommended by Fee Committee ²	Total Professional Fees Awarded by Court	Total Charges and Disbursements Requested by Applicant Net of Voluntary Reductions ³	Total Charges and Disbursements Recommended by Fee Committee	Total Charges and Disbursements Awarded by Court	Total Voluntary Reductions by Applicant ⁴
Banner & Witcoff, Ltd.	3/23/07 - Doc. #7405	\$85,631.00	\$85,631.00	\$85,631.00	\$1,762.24	\$1,762.24	\$1,762.24	\$0.00
Blake, Cassels & Graydon LLP (CDNS)	4/02/07 - Doc. #7538	\$130,552.50	\$125,183.00	\$125,183.00	\$2,002.77	\$2,002.77	\$2,002.77	\$5,369.50
Buck Consultants, LLC	3/30/07 - Doc. #7486	\$6,740.00	\$6,292.00	\$6,292.00	\$0.00	\$0.00	\$0.00	\$448.00
Butzel Long, P.C.	3/30/07 - Doc. #7495	\$427,143.92	\$425,750.92	\$425,750.92	\$6,391.99	\$6,391.99	\$6,391.99	\$1,393.00
Cadwalader, Wickersham, & Taft, LLP	3/15/07 - Doc. #7282	\$19,051.20	\$17,871.20	\$17,871.20	\$614.20	\$614.20	\$614.20	\$1,180.00
Cantor Colburn LLP	3/30/07 - Doc. #7514	\$303,133.00	\$301,798.00	\$301,798.00	\$48,657.42	\$48,657.42	\$48,657.42	\$180,633.00
Covington & Burling LLP	3/28/07 - Doc. #7450	\$151,395.00	\$128,075.00	\$128,075.00	\$6,032.91	\$4,232.91	\$4,232.91	\$25,120.00
Deloitte & Touche LLP	3/30/07 - Doc. #7505	\$123,506.40	\$105,350.40	\$105,350.40	\$0.00	\$0.00	\$0.00	\$18,156.00
Dickinson Wright PLLC	3/30/07 - Doc. #7506	\$63,489.00	\$61,489.00	\$61,489.00	\$2,275.81	\$2,275.81	\$2,275.81	\$2,000.00
DLA Piper US LLP	3/31/07 - Doc. #7726	\$25,560.50	\$23,114.50	\$23,114.50	\$3,960.93	\$3,960.93	\$3,960.93	\$2,446.00
Ernst & Young LLP	3/30/07 - Doc. #7520	\$3,486,688.00	\$3,442,688.00	\$3,442,688.00	\$91,082.00	\$89,701.00	\$89,701.00	\$45,381.00
Fried, Frank, Harris, Shriver & Jacobson LLP	3/29/07 - Doc. #7470	\$2,701,363.00	\$2,677,963.00	\$2,677,963.00	\$133,271.20	\$117,871.20	\$117,871.20	\$38,800.00
FTI Consulting, Inc.	3/30/07 - Doc. #7509	\$6,767,132.17	\$6,767,132.17	\$6,767,132.17	\$621,771.79	\$621,771.79	\$621,771.79	\$567,617.75
Groom Law Group, Chartered	3/30/07 - Doc. #7502	\$59,819.38	\$59,819.38	\$59,819.38	\$4,550.36	\$4,550.36	\$4,550.36	\$6,647.00
Houlihan Lokey Howard & Zukin Capital	3/30/07 - Doc. #7504	\$700,000.00	\$700,000.00	\$700,000.00	\$26,636.80	\$20,736.80	\$20,736.80	\$5,900.00
Howard & Howard Attorneys, P.C.	3/23/07 - Doc. #7403	\$168,238.00	\$158,238.00	\$158,238.00	\$15,127.28	\$15,127.58	\$15,127.58	\$10,000.00
Ivins, Phillips, & Barker Chartered	4/05/07 - Doc. #7587	\$198,568.75	\$198,568.75	\$198,568.75	\$4,666.77	\$4,666.77	\$4,666.77	\$0.00
Jaeckle Fleischmann & Mugel, LLP	3/30/07 - Doc. #7501	\$197,396.50	\$196,795.50	\$196,795.50	\$46,635.29	\$46,635.29	\$46,635.29	\$601.00
Jefferies & Company, Inc.	3/30/07 - Doc. #7490	\$700,000.00	\$700,000.00	\$700,000.00	\$14,879.04	\$9,879.04	\$9,879.04	\$5,000.00
Jones Lang Lasalle Americas, Inc.	3/31/07 - Doc. #7531	\$255,134.15	\$255,134.15	\$255,134.15	\$7,592.66	\$7,592.66	\$7,592.66	\$0.00
KPMG LLP	3/31/07 - Doc. #7533	\$2,994,667.15	\$2,938,564.15	\$2,938,564.15	\$265,285.42	\$265,285.42	\$265,285.42	\$56,103.00
Latham & Watkins LLP	3/30/07 - Doc. #7484	\$2,889,599.50	\$2,836,008.50	\$2,836,008.50	\$160,467.74	\$155,018.74	\$155,018.74	\$59,040.00
Legal Cost Control, Inc.	3/29/07 - Doc. #7471	\$480,804.16	\$480,804.16	\$480,804.16	\$0.00	\$0.00	\$0.00	\$0.00
Mayer, Brown, Rowe & Maw LLP	3/30/07 - Doc. #7487	\$1,189,182.19	\$1,181,159.19	\$1,181,159.19	\$35,591.22	\$33,672.22	\$33,672.22	\$92,304.31
Mesirow Financial Consulting, LLC	3/30/07 - Doc. #7489	\$1,099,948.00	\$1,087,981.00	\$1,087,981.00	\$23,930.00	\$22,524.00	\$22,524.00	\$21,081.00
O'Melveny & Myers LLP	3/30/07 - Doc. #7494	\$151,934.25	\$128,177.25	\$128,177.25	\$288,188.20	\$288,188.20	\$288,188.20	\$25,239.70
Price, Heneveld, Cooper, DeWitt & Litton, LLP	3/28/07 - Doc. #7451	\$173,586.00	\$173,586.00	\$173,586.00	\$8,330.15	\$8,330.15	\$8,330.15	\$0.00
PricewaterhouseCoopers LLP	4/27/07 - Doc. #7815	\$8,557,454.00	\$8,435,454.00	\$8,435,454.00	\$542,801.10	\$542,801.10	\$542,801.10	\$122,000.00
Quinn Emanuel Urquhart Oliver & Hedges, LLP	3/30/07 - Doc. #7527	\$4,149.50	\$839.50	\$839.50	\$0.00	\$0.00	\$0.00	\$3,310.00
Rader, Fishman & Grauer PLLC	4/03/07 - Doc. #7559	\$215,432.50	\$215,432.50	\$215,432.50	\$80,530.26	\$80,530.26	\$80,530.26	\$0.00
Rothschild Inc.	3/29/07 - Doc. #7479	\$1,000,000.00	\$1,000,000.00	\$1,000,000.00	\$207,456.79	\$203,956.79	\$203,956.79	\$3,500.00
Shearman & Sterling LLP	3/02/07 - Doc. #7106	\$363,217.65	\$349,584.17	\$349,584.17	\$19,937.50	\$19,937.50	\$19,937.50	\$13,633.48
Skadden, Arps, Slate, Meagher & Flom LLP	3/30/07 - Doc. #7522	\$12,820,504.00	\$12,820,504.00	\$12,820,504.00	\$708,096.00	\$708,096.00	\$708,096.00	\$1,277,812.00
Steven Hall & Partners, LLC	3/30/07 - Doc. #7485	\$272,442.50	\$272,442.50	\$272,442.50	\$0.00	\$0.00	\$0.00	\$0.00
Thompson Hine LLP	2/28/07 - Doc. #7070	\$124,952.75	\$124,417.75	\$124,417.75	\$9,250.29	\$9,250.29	\$9,250.29	\$535.00
Togut, Segal & Segal LLP	3/30/07 - Doc. #7491	\$593,308.00	\$566,308.00	\$566,308.00	\$5,790.70	\$5,790.70	\$5,790.70	\$27,000.00
Warner Stevens, L.L.P.	3/30/07 - Doc. #7510	\$112,781.50	\$112,781.50	\$112,781.50	\$5,654.20	\$4,454.20	\$4,454.20	\$5,700.00
Wilmer Cutler Pickering Hale and Dorr LLP	3/29/07 - Doc. #7472	\$154,400.50	\$146,400.50	\$146,400.50	\$2,823.21	\$2,823.21	\$2,823.21	\$8,000.00

¹This amount reflects requested fees net of (i) voluntary reductions as stated in each Professional's fee application and (ii) each Professional's voluntary compliance with the Fee Procedures Protocol established by the Joint Fee Review Committee as disclosed on the cover page of each Professional's fee application.

²The voluntary reduction agreed to with the Joint Fee Review Committee has been applied against the total fees requested by each Professional.

³This amount reflects requested expenses net of (i) voluntary reductions as stated in each Professional's fee application and (ii) each Professional's voluntary compliance with the Fee Procedures Protocol established by the Joint Fee Review Committee as disclosed on the cover page of each Professional's fee application.

⁴Total Voluntary Reductions include (i) voluntary reductions as stated in each Professional's fee application, (ii) each Professional's voluntary compliance with the Fee Procedures Protocol established by the Joint Fee Review Committee, and (iii) each Professional's additional voluntary reduction as agreed to with the Joint Fee Review Committee.

IN RE DELPHI CORPORATION, ET AL. 05-44481 (RDD)
EXHIBIT A
FOURTH INTERIM FEE APPLICATIONS

Applicant	Date/Document No. Of Fee Application	Total Professional Fees Requested by Applicant Net of Voluntary Reductions ¹	Total Professional Fees Recommended by Fee Committee ²	Total Professional Fees Awarded by Court	Total Charges and Disbursements Requested by Applicant Net of Voluntary Reductions ³	Total Charges and Disbursements Recommended by Fee Committee	Total Charges and Disbursements Awarded by Court	Total Voluntary Reductions by Applicant ⁴
Banner & Witcoff, Ltd.	3/23/07 - Doc. #7405	\$85,631.00	\$85,631.00	\$85,631.00	\$1,762.24	\$1,762.24	\$1,762.24	\$0.00
Blake, Cassels & Graydon LLP (CDNS)	4/02/07 - Doc. #7538	\$130,552.50	\$125,183.00	\$125,183.00	\$2,002.77	\$2,002.77	\$2,002.77	\$5,369.50
Buck Consultants, LLC	3/30/07 - Doc. #7486	\$6,740.00	\$6,292.00	\$6,292.00	\$0.00	\$0.00	\$0.00	\$448.00
Butzel Long, P.C.	3/30/07 - Doc. #7495	\$427,143.92	\$425,750.92	\$425,750.92	\$6,391.99	\$6,391.99	\$6,391.99	\$1,393.00
Cadwalader, Wickersham, & Taft, LLP	3/15/07 - Doc. #7282	\$19,051.20	\$17,871.20	\$17,871.20	\$614.20	\$614.20	\$614.20	\$1,180.00
Cantor Colburn LLP	3/30/07 - Doc. #7514	\$303,133.00	\$301,798.00	\$301,798.00	\$48,657.42	\$48,657.42	\$48,657.42	\$180,633.00
Covington & Burling LLP	3/28/07 - Doc. #7450	\$151,395.00	\$128,075.00	\$128,075.00	\$6,032.91	\$4,232.91	\$4,232.91	\$25,120.00
Deloitte & Touche LLP	3/30/07 - Doc. #7505	\$123,506.40	\$105,350.40	\$105,350.40	\$0.00	\$0.00	\$0.00	\$18,156.00
Dickinson Wright PLLC	3/30/07 - Doc. #7506	\$63,489.00	\$61,489.00	\$61,489.00	\$2,275.81	\$2,275.81	\$2,275.81	\$2,000.00
DLA Piper US LLP	3/31/07 - Doc. #7726	\$25,560.50	\$23,114.50	\$23,114.50	\$3,960.93	\$3,960.93	\$3,960.93	\$2,446.00
Ernst & Young LLP	3/30/07 - Doc. #7520	\$3,486,688.00	\$3,442,688.00	\$3,442,688.00	\$91,082.00	\$89,701.00	\$89,701.00	\$45,381.00
Fried, Frank, Harris, Shriver & Jacobson LLP	3/29/07 - Doc. #7470	\$2,701,363.00	\$2,677,963.00	\$2,677,963.00	\$133,271.20	\$117,871.20	\$117,871.20	\$38,800.00
FTI Consulting, Inc.	3/30/07 - Doc. #7509	\$6,767,132.17	\$6,767,132.17	\$6,767,132.17	\$621,771.79	\$621,771.79	\$621,771.79	\$567,617.75
Groom Law Group, Chartered	3/30/07 - Doc. #7502	\$59,819.38	\$59,819.38	\$59,819.38	\$4,550.36	\$4,550.36	\$4,550.36	\$6,647.00
Houlihan Lokey Howard & Zukin Capital	3/30/07 - Doc. #7504	\$700,000.00	\$700,000.00	\$700,000.00	\$26,636.80	\$20,736.80	\$20,736.80	\$5,900.00
Howard & Howard Attorneys, P.C.	3/23/07 - Doc. #7403	\$168,238.00	\$158,238.00	\$158,238.00	\$15,127.28	\$15,127.58	\$15,127.58	\$10,000.00
Ivins, Phillips, & Barker Chartered	4/05/07 - Doc. #7587	\$198,568.75	\$198,568.75	\$198,568.75	\$4,666.77	\$4,666.77	\$4,666.77	\$0.00
Jaeckle Fleischmann & Mugel, LLP	3/30/07 - Doc. #7501	\$197,396.50	\$196,795.50	\$196,795.50	\$46,635.29	\$46,635.29	\$46,635.29	\$601.00
Jefferies & Company, Inc.	3/30/07 - Doc. #7490	\$700,000.00	\$700,000.00	\$700,000.00	\$14,879.04	\$9,879.04	\$9,879.04	\$5,000.00
Jones Lang Lasalle Americas, Inc.	3/31/07 - Doc. #7531	\$255,134.15	\$255,134.15	\$255,134.15	\$7,592.66	\$7,592.66	\$7,592.66	\$0.00
KPMG LLP	3/31/07 - Doc. #7533	\$2,994,667.15	\$2,938,564.15	\$2,938,564.15	\$265,285.42	\$265,285.42	\$265,285.42	\$56,103.00
Latham & Watkins LLP	3/30/07 - Doc. #7484	\$2,889,599.50	\$2,836,008.50	\$2,836,008.50	\$160,467.74	\$155,018.74	\$155,018.74	\$59,040.00
Legal Cost Control, Inc.	3/29/07 - Doc. #7471	\$480,804.16	\$480,804.16	\$480,804.16	\$0.00	\$0.00	\$0.00	\$0.00
Mayer, Brown, Rowe & Maw LLP	3/30/07 - Doc. #7487	\$1,189,182.19	\$1,181,159.19	\$1,181,159.19	\$35,591.22	\$33,672.22	\$33,672.22	\$92,304.31
Mesirow Financial Consulting, LLC	3/30/07 - Doc. #7489	\$1,099,948.00	\$1,087,981.00	\$1,087,981.00	\$23,930.00	\$22,524.00	\$22,524.00	\$21,081.00
O'Melveny & Myers LLP	3/30/07 - Doc. #7494	\$151,934.25	\$128,177.25	\$128,177.25	\$288,188.20	\$288,188.20	\$288,188.20	\$25,239.70
Price, Heneveld, Cooper, DeWitt & Litton, LLP	3/28/07 - Doc. #7451	\$173,586.00	\$173,586.00	\$173,586.00	\$8,330.15	\$8,330.15	\$8,330.15	\$0.00
PricewaterhouseCoopers LLP	4/27/07 - Doc. #7815	\$8,557,454.00	\$8,435,454.00	\$8,435,454.00	\$542,801.10	\$542,801.10	\$542,801.10	\$122,000.00
Quinn Emanuel Urquhart Oliver & Hedges, LLP	3/30/07 - Doc. #7527	\$4,149.50	\$839.50	\$839.50	\$0.00	\$0.00	\$0.00	\$3,310.00
Rader, Fishman & Grauer PLLC	4/03/07 - Doc. #7559	\$215,432.50	\$215,432.50	\$215,432.50	\$80,530.26	\$80,530.26	\$80,530.26	\$0.00
Rothschild Inc.	3/29/07 - Doc. #7479	\$1,000,000.00	\$1,000,000.00	\$1,000,000.00	\$207,456.79	\$203,956.79	\$203,956.79	\$3,500.00
Shearman & Sterling LLP	3/02/07 - Doc. #7106	\$363,217.65	\$349,584.17	\$349,584.17	\$19,937.50	\$19,937.50	\$19,937.50	\$13,633.48
Skadden, Arps, Slate, Meagher & Flom LLP	3/30/07 - Doc. #7522	\$12,820,504.00	\$12,820,504.00	\$12,820,504.00	\$708,096.00	\$708,096.00	\$708,096.00	\$1,277,812.00
Steven Hall & Partners, LLC	3/30/07 - Doc. #7485	\$272,442.50	\$272,442.50	\$272,442.50	\$0.00	\$0.00	\$0.00	\$0.00
Thompson Hine LLP	2/28/07 - Doc. #7070	\$124,952.75	\$124,417.75	\$124,417.75	\$9,250.29	\$9,250.29	\$9,250.29	\$535.00
Togut, Segal & Segal LLP	3/30/07 - Doc. #7491	\$593,308.00	\$566,308.00	\$566,308.00	\$5,790.70	\$5,790.70	\$5,790.70	\$27,000.00
Warner Stevens, L.L.P.	3/30/07 - Doc. #7510	\$117,281.50	\$112,781.50	\$112,781.50	\$5,654.20	\$4,454.20	\$4,454.20	\$5,700.00
Wilmer Cutler Pickering Hale and Dorr LLP	3/29/07 - Doc. #7472	\$154,400.50	\$146,400.50	\$146,400.50	\$2,823.21	\$2,823.21	\$2,823.21	\$8,000.00

¹This amount reflects requested fees net of (i) voluntary reductions as stated in each Professional's fee application and (ii) each Professional's voluntary compliance with the Fee Procedures Protocol established by the Joint Fee Review Committee as disclosed on the cover page of each Professional's fee application.

²The voluntary reduction agreed to with the Joint Fee Review Committee has been applied against the total fees requested by each Professional.

³This amount reflects requested expenses net of (i) voluntary reductions as stated in each Professional's fee application and (ii) each Professional's voluntary compliance with the Fee Procedures Protocol established by the Joint Fee Review Committee as disclosed on the cover page of each Professional's fee application.

⁴Total Voluntary Reductions include (i) voluntary reductions as stated in each Professional's fee application, (ii) each Professional's voluntary compliance with the Fee Procedures Protocol established by the Joint Fee Review Committee, and (iii) each Professional's additional voluntary reduction as agreed to with the Joint Fee Review Committee.

DATE: 6/27/07

INITIALS: RDD USBJ

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

OMNIBUS ORDER GRANTING FOURTH INTERIM APPLICATIONS
OF CERTAIN PROFESSIONALS FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES
(OCTOBER 1, 2006 THROUGH JANUARY 31, 2007)

("FOURTH INTERIM FEE APPLICATIONS ORDER")

Upon the fourth interim applications of certain professionals listed on Exhibit A (collectively, the "Professionals") for allowance of compensation and reimbursement of expenses for professional services rendered and expenses incurred by the Professionals (collectively, the "Fourth Interim Fee Applications"); and the Court having previously appointed a Joint Fee Review Committee and established a protocol regarding the Joint Fee Review Committee, its composition, mandate, and procedures in accordance with the Fee Committee and Fee Procedures Protocol approved pursuant to the Third Supplemental Order Under U.S.C. § 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals (Docket No. 3630)¹; and the Joint Fee Review Committee having (i) reviewed the Fourth Interim Fee Applications and the respective supporting documentation together with its retained fee auditor (which issued preliminary audit reports to each of the Professionals with

¹ The Court entered its initial Interim Compensation Order at Docket No. 869 and has entered Supplemental Interim Compensation Orders at Docket Nos. 2747, 2986, 3630, 4545, 5310, and 6145.

respect to each of the Fourth Interim Fee Applications) and (ii) met or discussed with the Professionals the amounts requested by each Professional and the appropriateness of certain of the fees and expenses requested; and the amounts requested by certain of the Professionals having been reduced or deferred with the consent of each such Professional on account of issues or positions asserted by the Joint Fee Review Committee; and it appearing that proper and adequate notice of the Fourth Interim Fee Applications has been given and that no other or further notice is necessary; and upon the record of the hearing held on June 26, 2007 to consider the Fourth Interim Fee Applications including the affirmative recommendation of the Joint Fee Review Committee that the Fourth Interim Fee Applications filed by the Professionals listed on Exhibit A hereto should be approved to the extent set forth in Exhibit A attached hereto; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Fourth Interim Fee Applications filed by the Professionals listed on Exhibit A are GRANTED to the extent set forth in Exhibit A attached hereto.
2. The Debtors are hereby authorized and directed to release all remaining holdback amounts of professional fees held back and retained by the Debtors (net of any voluntary fee and expense reductions agreed to by the Professionals) for each of the Fourth Interim Fee Applications filed by the Professionals listed on Exhibit A.

Dated: New York, New York
June 27, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT P

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
: In re : Chapter 11
: :
: DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
: :
: Debtors. : (Jointly Administered)
: :
-----x

ORDER UNDER 11 U.S.C. § 1121(d) EXTENDING
DEBTORS' EXCLUSIVE PERIODS WITHIN WHICH TO FILE
AND SOLICIT ACCEPTANCES OF REORGANIZATION PLAN

("FOURTH § 1121(d) EXCLUSIVITY EXTENSION ORDER")

Upon the motion, dated June 15, 2007 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. § 1121(d) further extending the Debtors' exclusive periods within which to file and solicit acceptances of a plan of reorganization (collectively, the "Exclusive Periods"); and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.

2. The Debtors' exclusive period for filing a plan of reorganization is extended to and including December 31, 2007.

3. The Debtors' exclusive period for soliciting acceptance of a plan of reorganization is extended to and including February 29, 2008.

4. Entry of this Order is without prejudice to (i) the Debtors' right to seek such additional and further extensions of the Exclusive Periods as may be necessary or appropriate or (ii) any party-in-interest's right to seek to reduce the Exclusive Periods for cause in accordance with 11 U.S.C. § 1121(d).

5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

6. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
June 29, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT Q

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

ORDER UNDER 11 U.S.C. § 363(b) AND FED. R. BANKR.
P. 6004 AUTHORIZING DELPHI CORPORATION TO ENTER INTO
SANDUSKY FACILITY CAPITAL PROCUREMENT AGREEMENT
WITH GENERAL MOTORS CORPORATION
("SANDUSKY CAPITAL PROCUREMENT ORDER")

Upon the motion, dated June 6, 2007 (the "Motion"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under 11 U.S.C. § 363(b) and Fed. R. Bankr. P. 6004 authorizing, but not directing, Delphi to enter into a capital procurement agreement (the "Capital Procurement Agreement") with General Motors Corporation ("GM") that provides for the procurement of certain tooling and equipment to support future automotive bearing production for GM at the Delphi facility in Sandusky, Ohio; and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of Delphi, its estate, its stakeholders, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon, and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. Delphi is authorized, but not directed, to enter into and fully perform under the Capital Procurement Agreement.
3. Delphi is authorized, but not directed, to execute and deliver, and perform under, consummate, and implement, all additional instruments and documents as may be reasonably necessary or desirable to implement and perform under the Capital Procurement Agreement.
4. Delphi is authorized, but not directed, to cause any of Delphi's obligations under the Capital Procurement Agreement to be performed by a subsidiary of Delphi, provided that Delphi shall remain obligated for the performance of all such obligations.
5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.
6. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
July 9, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT R

Hearing Date And Time: July 19, 2007 at 10:00 a.m.
Objection Deadline: July 16, 2007 at 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Debtors.	:	
-----	x	

EXPEDITED MOTION FOR ORDER UNDER 11 U.S.C. §§ 363, 1107, AND 1108
AUTHORIZING DELPHI AUTOMOTIVE SYSTEMS (HOLDING), INC.
TO PROVIDE FUNDS TO DELPHI AUTOMOTIVE SYSTEMS ESPANA S.L.
("DASE FUNDING MOTION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this motion (the "Motion") for an order pursuant to 11 U.S.C. §§ 363, 1107, and 1108 authorizing, but not directing, Delphi Automotive Systems (Holding), Inc. ("DASHI") to provide funds to its wholly-owned subsidiary, Delphi Automotive Systems Espana S.L. ("DASE"), for the purposes set forth herein and respectfully represent as follows:

Background

A. The Chapter 11 Filings

1. On October 8 and 14, 2005, the Debtors filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession under Bankruptcy Code sections 1107(a) and 1108. The Court has ordered joint administration of these cases.

2. No trustee or examiner has been appointed in these cases. On October 17, 2005, the Office of the United States Trustee (the "U.S. Trustee") appointed an official committee of unsecured creditors (the "Creditors' Committee"). On April 28, 2006, the U.S. Trustee appointed an official committee of equity holders (together with the Creditors' Committee, the "Statutory Committees").

3. This Court has jurisdiction over this motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are sections 363, 1107, and 1108 of the Bankruptcy Code.

B. Current Business Operations Of The Debtors

5. Delphi and its subsidiaries and affiliates (collectively, the "Company") as of December 31, 2006 had global net sales of \$26.4 billion and global assets of approximately \$15.4 billion.¹ At the time of its chapter 11 filing, Delphi ranked as the fifth largest public company business reorganization in terms of revenues and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors and continue their business operations without supervision from the Bankruptcy Court.

6. The Company is a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines, and is one of the largest global suppliers of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company supplies products to nearly every major global automotive original equipment manufacturer.

7. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of General Motors Corporation ("GM"). Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to the Company in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's

¹ The aggregated financial data used in this Motion generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates as disclosed in the Company's Form 10-K filed on February 27, 2007.

single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

C. Events Leading To The Chapter 11 Filing

8. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net loss of approximately \$4.8 billion on \$28.6 billion in net sales.² Reflective of a continued downturn in the marketplace, in 2005 Delphi incurred net losses of approximately \$2.4 billion on net sales of \$26.9 billion. Moreover, in 2006, the Debtors incurred a net loss of \$5.5 billion, \$3.0 billion of which comprised charges related to the U.S. employee special attrition programs.

9. The Debtors believe that the Company's financial performance has deteriorated because of (i) increasingly unsustainable U.S. legacy liabilities and operational restrictions preventing the Debtors from exiting non-profitable, non-core operations, all of which have the effect of creating largely fixed labor costs, (ii) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (iii) increasing commodity prices.

10. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward-looking revenue requirements. Because discussions

² Reported net losses in calendar year 2004 reflect a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004. The Company's net operating loss in calendar year 2004 was \$482 million.

with its major stakeholders had not progressed sufficiently by the end of the third quarter of 2005, the Company commenced these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value for its stakeholders.

D. The Debtors' Transformation Plan

11. On March 31, 2006, the Company outlined five key tenets of its transformation plan.³ First, Delphi must modify its labor agreements to create a competitive arena in which to conduct business.⁴ Second, the Debtors must conclude their negotiations with GM to finalize GM's financial support for the Debtors' legacy and labor costs and to ascertain

³ In furtherance of the Debtors' transformation plan, on December 18, 2006, the Debtors announced their execution of an equity purchase and commitment agreement (the "Equity Purchase and Commitment Agreement") with affiliates of Appaloosa Management L.P. ("Appaloosa"), Cerberus Capital Management, L.P. ("Cerberus"), and Harbinger Capital Partners Master Fund I, Ltd. ("Harbinger"), as well as Merrill Lynch & Co. ("Merrill") and UBS Securities LLC ("UBS") (collectively, the "Plan Investors"), and a plan framework support agreement (the "Plan Framework Support Agreement") with the Plan Investors and GM. On April 19, 2007, Delphi confirmed that it anticipated negotiating changes to the Equity Purchase and Commitment Agreement and related Plan Framework Support Agreement. Delphi said that any changes would be made primarily as a result of addressing differences in views regarding the Company's reorganization enterprise value among the Plan Investors, GM, the Statutory Committees, and the Company. Delphi also said that it expected that under amended framework agreements, the Appaloosa and Harbinger affiliates, Merrill, and UBS would continue to participate as Plan Investors (together with possible additional investors that may include members of the Statutory Committees), and that Cerberus might participate in the Company's exit financing, as part of a competitive process, but not as a Plan Investor. As part of the process of negotiating amended framework agreements, on July 9, 2007, Delphi confirmed that it had formally terminated the Equity Purchase and Commitment Agreement and related Plan Framework Support Agreement but that it expects to enter into new framework agreements with plan investors later this month.

⁴ Among the progress made to date, on June 22, 2007, Delphi reached an agreement with the International Union, United Automobile, Aerospace, and Agricultural Implement Workers of America (the "UAW") and GM that (a) modifies, extends, or terminates provisions of the existing collective bargaining agreements among Delphi, the UAW, and its various locals, (b) provides that GM will undertake certain financial obligations to Delphi's UAW-represented employees and retirees to facilitate these modifications, and (c) modifies retiree welfare benefits for certain UAW-represented retirees of the Debtors. The agreement, which is subject to approval by this Court, should facilitate the Debtors' reaching consensual resolutions of their labor issues with the remaining unions and GM and permit the Debtors to continue to implement their transformation plan and to develop, prosecute, confirm, and consummate a plan of reorganization. Delphi is currently engaged in settlement discussions with its second and third largest U.S. labor unions and is working to conclude discussions with those unions as well as three smaller unions as soon as possible.

GM's business commitment to the Company.⁵ Third, the Debtors must streamline their product portfolio to capitalize on their world-class technology and market strengths and make the necessary manufacturing alignment with their new focus.⁶ Fourth, the Debtors must transform their salaried workforce to ensure that the Company's organizational and cost structure is competitive and aligned with its product portfolio and manufacturing footprint.⁷ Finally, the Debtors must devise a workable solution to their current pension situation.⁸

E. DASE Spanish Plant Closure

12. As part of the Debtors' global portfolio and manufacturing realignment, in February 2007, DASE, a Spanish, non-Debtor affiliate and wholly-owned subsidiary of DASHI, announced the closure of its non-core automotive component plant at the Puerto Real site in Cadiz, Spain (the "Cadiz Plant"). The Cadiz Plant, which has approximately 1,600 employees, is the primary asset – and liability – of DASE.

⁵ On July 9, 2007, Delphi confirmed that its discussions with GM on a comprehensive settlement agreement had entered the documentation phase and that it expected that a settlement with GM would be incorporated into the Debtors' plan of reorganization rather than filed with this Court for separate approval.

⁶ Indeed, during the 2006 and 2007 calendar years, the Debtors sold substantially all of the assets related to MobileAria, Inc., its chapter 11 affiliate, they obtained court approval for the sale of substantially all of the assets of their brake hose business, and they obtained court approval of bid procedures related to the upcoming sale of substantially all assets used in their catalyst business and their Saltillo, Mexico brake plant business. In addition, as announced publicly, the Debtors anticipate selling additional non-core assets, including, without limitation, its steering, interior, and closures businesses. Moreover, the transaction contemplated by this Motion is in furtherance of the manufacturing alignment necessary to effectuate the Debtors' transformation plan.

⁷ As part of this effort, effective July 1, 2006, the Company realigned its business operations to focus its product portfolio on core technologies for which the Company believes it has significant competitive and technological advantages. The Company's revised operating structure consists of its four core business segments: Electronics and Safety, Thermal Systems, Powertrain Systems, and Electrical/Electronic Architecture. The Company also has two additional segments, Steering and Automotive Holdings Group, which will be transitioned as part of the Company's transformation plan.

⁸ To that end, on May 31, 2007, the Bankruptcy Court granted the Debtors' motion for authority to perform under the terms of those certain September 30, 2006 plan year funding waivers, which were approved by the IRS, for both the Delphi Hourly-Rate Employees Plan and the Delphi Retirement Program for Salaried Employees. Should certain events not occur prior to September 30, 2007, the Debtors may need to seek an additional pension waiver or other relief from the IRS.

13. On March 20, 2007, DASE filed a "Concurso" application for a Spanish insolvency proceeding. On April 13, 2007, the Spanish court declared DASE to be in voluntary Concurso and appointed Enrique Bujidos, Adalberto Canadas Castillo, and, thereafter, Fernando Gómez Martín as receivers of DASE (the "DASE Receivers"). The Concurso provides DASE support by managing the process of resolving claims related to the operation of the Cadiz Plant in accordance with applicable Spanish law, with oversight of the Spanish court and the DASE Receivers. The role of the DASE Receivers is to, among other things, (i) address the legal interests of employees, suppliers, and any other parties affected by the closure of the Cadiz Plant, (ii) prepare a report for the Spanish court setting forth the assets and liabilities, including claims, of DASE, (iii) supervise and approve expenditures of funds by DASE during Concurso, and (iv) provide consultation and support for DASE's plan of reorganization in Concurso, including the terms relating to the Separation Plan (as defined below).

14. Under Spanish law, Delphi must provide employees affected by the closure of the Cadiz Plant with a separation allowance. The minimum separation payment under Spanish law is 20 days of salary per year of service, but the Cadiz workers councils, assemblies, and the unions representing the affected employees (the "Cadiz Unions") assert that Spanish automotive industry standard is approximately 45 to 60 days of salary per year of service, which would cost DASE between €115 and €155 million (approximately \$156 and \$211 million⁹). In late 2005, DASE entered into a labor agreement which provided for 60-day severance packages for some employees and continued jobs for the remaining 1,600 employees through the end of 2010 (the "2005 Industrial Plan"). Were the 2005 Industrial Plan to be enforced, the cost of

⁹ The currency conversion of 1.3601 dollars/euros used herein is for explanatory purposes only and is based on the key currency cross rates quoted by Reuters at 4:00 p.m. Eastern Daylight Time on July 5, 2007, as published in the Wall Street Journal on July 6, 2007.

continuing wages and severance payments would be approximately €374 million (approximately \$509 million).

15. In the course of the Concurso process, DASE commenced negotiations on a social plan and a collective lay off procedure (an "ERE") related to the separation allowance with the Cadiz Unions. Absent an agreement by DASE to fund a social plan on behalf of the affected employees and implementation of that plan on or before July 31, 2007, the Spanish court could dismiss the ERE. DASE's receivers have announced that in such a case, the Spanish court might order the implementation of the terms of DASE's 2005 Industrial Plan, which provides each employee with a separation payment of 60 days for each year of service, estimated to be €164 million, plus continuing wages through the end of calendar year 2010.¹⁰ Regardless of the ultimate Court imposed alternative, salaries would accrue for the time period during which the Spanish court is resolving the issue (estimated to be no fewer than four months) at a cost of approximately €5.0 million (approximately \$6.8 million) per month.

16. On July 4, 2007, DASE, the DASE Receivers, and the Cadiz workers councils, assemblies and Unions, based on the efforts of the Spanish court, reached a settlement on a social plan funded with €120 million for a separation allowance of approximately 45 days of salary per year of service to each employee (the "Separation Plan"). An English translation of the Separation Plan is attached hereto as Exhibit A. As reported in the media on July 9, 2007, 89.4% of the Cadiz workers approved the Separation Plan. To fund the Separation Plan, DASE requires funds in an amount of €120 million (approximately \$163 million) from its sole shareholder, DASHI. In consideration for providing such funds, the DASE Receivers have agreed to acknowledge that, upon (i) approval of the ERE by the Spanish court, (ii) approval of

¹⁰ The Debtors reserve their right to challenge any and all such claims should this matter not be resolved consensually as contemplated by this Motion.

DASE's plan of reorganization by the requisite number of DASE creditors, (iii) payment of not less than 66 2/3% of creditors' pre-Concurso claims within three years, and (iv) payment of full post-Concurso claims, DASHI, Delphi, all of the other Delphi affiliates, and each of their directors and officers will be released from any liability related to or arising out of DASE and its Concurso application, and the DASE Receivers will be prevented by law from bringing any action against such parties for any reason. Additionally, each Cadiz worker who accepts payment under the Separation Plan is required to confirm that such payment is in full satisfaction of any claims the worker may have against DASE, DASHI, Delphi, or any other Delphi affiliate. Furthermore, DASHI's obligation to provide funds to DASE under the terms of the Separation Plan is subject to the agreement of the DASE Receivers to use their best efforts to support this Motion before this Court.

17. DASE believes that if it does not accept the terms of the Separation Plan, the Spanish court may dismiss the ERE. If the Spanish court dismisses the ERE, DASE, which is an asset of DASHI, would be exposed to claims by the affected employees (individually or collectively) for termination indemnities, or for claims for breach of the 2005 Industrial Plan. Additionally, creditors of DASE may claim that DASE's directors, and DASHI and/or Delphi under a "shadow director" theory, could be exposed to potential actions directly against them for their conduct in creating or aggravating DASE's economic condition. DASE's directors would be eligible for full indemnification from the Company, so the liability of DASE's directors would be expected to be borne by Delphi, DASHI, and other Delphi affiliates.

18. The Separation Plan, the consummation of which provides benefits to DASHI's wholly-owned subsidiary, DASE, also provides benefits directly to Delphi and DASHI. Because the Separation Plan would result in the previously-described release from liability, the

DASE Receivers would not be permitted under law to file actions (a) seeking to "pierce the corporate veil" or (b) under a "shadow director" theory and thus seek to recover damages from DASHI, Delphi, and other Debtors and non-Debtor affiliates, for actions related to DASE and its Concurso application. DASE, DASHI, and Delphi believe there is no basis for any such action. Nevertheless, litigating such matters would be expensive, time-consuming, and could possibly disrupt DASHI's operations in Spain and elsewhere, causing, among other things, damage to the Company's world-wide reputation.

19. In addition to the labor-related claims against DASE, there are suppliers and other non-labor creditors who have asserted claims against DASE of approximately €20-25 million. To protect the credit reputation of the Company globally, and particularly in Europe, the Debtors have concluded that it is in their best interest to provide additional funds in an amount not to exceed €10 million (approximately \$13.6 million) for the purpose of funding payment of the claims of DASE's suppliers and non-labor creditors. At this time, DASE currently holds approximately €15.9 million in liquid assets. DASE and the DASE Receivers would first use DASE's liquid assets and proceeds from the sale of its non-liquid assets (other than the Cadiz Plant and certain fixed assets necessary to operate the Cadiz Plant, which when no longer necessary for purposes of liquidating assets and/or completing Concurso proceedings will be transferred to the regional government in Andalucia) to pay such claims. DASHI would provide up to €10 million to DASE only if the foregoing assets were insufficient to fully fund payment of the supplier and non-labor claims against DASE.

20. In the exercise of their business judgment, the Debtors submit that the provision of funds by DASHI is in the best interests of the Debtors' estates and their

stakeholders.¹¹ First, the separation allowance to be paid under the Separation Plan is at the low end of Spanish automotive industry standard. Second, the consummation of the Separation Plan would reduce the risk of costly and contentious litigation. As parent to DASE, DASHI believes that funding the Separation Plan at this time would reduce the costs, risks, and other negative consequences of exposing DASE and DASHI to unnecessary litigation. In addition, to preserve the reputation and credibility of the Company's profitable international operations, the Debtors believe that the provision of funds by DASHI to DASE for purposes of funding payment of the claims of DASE's suppliers and non-labor creditors is in the best interest of their estates and their stakeholders.

Relief Requested

21. By this Motion, the Debtors seek entry of an order authorizing, but not directing, DASHI to provide up to €130 million (approximately \$177 million) to DASE, a foreign non-Debtor affiliate and wholly-owned subsidiary of DASHI. DASHI, a holding company, would receive the funds necessary to make the funding contemplated in this Motion through the repatriation of dividends from cash currently on hand at non-Debtor entities in Asia and Europe. The funds will not come from the Debtors' debtor-in-possession financing facility. DASHI will provide the funds to DASE through an equity contribution or other transaction which the Debtors believe is in the best interests of the estate.

¹¹ The board of directors for both Delphi and DASHI have been apprised of matters related to DASE and the settlement described herein. Because the settlement discussions have been ongoing, the boards of directors for both Delphi and DASHI have not had an opportunity to vote on the authority requested herein prior to the filing of the Motion. A formal vote by each board of directors, currently scheduled to occur on July 16, 2007, will take place prior to the hearing on the Motion.

Applicable Authority

22. Sections 1107(a) and 1108 of the Bankruptcy Code vest debtors-in-possession with authority to continue operating their businesses. The Debtors, operating their businesses as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, are fiduciaries "holding the bankruptcy estate[s] and operating the business[es] for the benefit of [their] creditors and (if the value justifies) equity owners." In re CoServ, L.L.C., 273 B.R. 487, 497 (Bankr. N.D. Tex. 2002). Implicit in the duties of a chapter 11 debtor-in-possession is the duty "to protect and preserve the estate, including an operating business's going-concern value." Id.

23. Section 1107(a) of the Bankruptcy Code provides that the debtor-in-possession shall have the duties of a trustee in a chapter 11 case with all the rights and powers of a trustee. 11 U.S.C. § 1107. Section 363(c) of the Bankruptcy Code provides in pertinent part: "[T]he [debtor-in-possession] may enter into transactions, including the sale or lease of property of the estate, in the ordinary course of business without notice or a hearing." 11 U.S.C. § 363(c)(1).

24. The Debtors do not concede through this Motion that the relief requested herein is outside the ordinary course of business. Instead, the Debtors make this Motion out of an abundance of caution.¹² Nonetheless, should this Court find that DASHI's decision to provide funds to DASE constitutes a transaction outside of the ordinary course of business, section 363(b)(1) of the Bankruptcy Code requires that "there must be some articulated business justification for using, selling, or leasing the property outside the ordinary course of business."

¹² Indeed, in the fall of 2006, in the ordinary course of its business, DASHI made a substantial contribution to DASE. DASHI also earlier made an ordinary course commitment to fund the minimum separation payment under Spanish law of 20 days of salary per year of service. The Debtors have determined to bring a motion in this instance because they are funding more than the Spanish statutory minimum requirement.

Institutional Creditors of Continental Airlines, Inc. v. Continental Airlines, Inc. (In re Continental Airlines, Inc.), citing In re Lionel Corp., 722 F.2d 1063, 1071 (2d Cir. 1983); accord Stephens Indus., Inc. v. McClung (In re McClung), 789 F.2d 386, 390 (6th Cir. 1986); Fulton State Bank v. Schipper (In re Schipper), 109 B.R. 832, 836 (Bankr. N.D. Ill. 1989); In re Ionosphere Clubs, Inc., 98 B.R. 174, 175 (Bankr. S.D.N.Y. 1988).

25. Sound business reasons exist to justify DASHI providing funds to DASE.¹³ DASHI is seeking to provide funds to DASE of €120 million to fund the Separation Plan, which would provide employees at the Cadiz Plant with a separation allowance at the low end of the Spanish automotive industry standard and far below the potential liability under the 2005 Industrial Plan.¹⁴ Funding the Separation Plan would result in the release of DASHI, Delphi, Delphi's affiliates, and each of their directors and officers from any and all liability related to or arising out of the termination of the labor agreements. Moreover, DASHI would avoid risky, costly, and time-consuming litigation that the DASE Receivers might file against DASE, DASHI, or any of the other Delphi affiliates if the Separation Plan were not funded. The settlement with the Cadiz Unions also would prevent the DASE Receivers from filing any civil actions directly against the DASE directors (including DASHI or Delphi as potential shadow directors) for termination of the labor agreements. The Debtors also believe that DASHI's

¹³ In reaching their business judgment, the Debtors considered, among other things, factors evaluated by Second Circuit courts for approval of settlements under Rule 9019(a) of the Bankruptcy Rules including, inter alia, the balance between the likelihood of plaintiff's or defendants' success should the case go to trial vis-à-vis the concrete present and future benefits held forth by the settlement without the expense and delay of a trial and subsequent appellate procedures and the prospect of complex and protracted litigation if the settlement is not approved. In re Adelphia Comm'ns Corp., 327 B.R. 143, 159, adhered to on reconsideration, 327 B.R. 175 (Bankr. S.D.N.Y. 2005).

¹⁴ Notably, this funding is being used in large part to fund severance and attrition costs, not unlike the attrition plans approved by this Court and similar to the agreement outlined in the memorandum of understanding with the UAW and GM that is set for hearing on July 19, 2007. To date, to achieve such consensual resolutions with its hourly workforce, the Company has spent several billion dollars to fund such attrition plans.

funding of the Separation Plan would reduce the risk of DASE's creditors' seeking to assert claims against Delphi's other affiliates in satisfaction of DASE's claims.

26. Additionally, the Debtors believe that the provision of funds in an amount not to exceed €10 million for purposes of funding payment of the claims of DASE's suppliers and non-labor creditors is in their best interest to preserve the credit reputation of the Company globally, and particularly in Europe. Accordingly, DASHI would provide the funds through the repatriation of dividends from certain of its foreign, non-Debtor subsidiaries. Moreover, the provision of such funds would assist DASE in achieving a satisfactory creditors agreement in the Concurso, thereby avoiding any potential claims by non-labor creditors and any action for insolvency-related liability by the DASE Receivers.

Expedited Relief Sought

27. The Debtors brought the Motion on an expedited basis to ensure that DASE could preserve the current terms of the Separation Plan.¹⁵ If DASHI does not obtain the relief requested herein prior to July 20, 2007, DASE would not be able to obtain approval of the Separation Plan in the Spanish court until at least September 2007, because the Spanish court is in recess for the entire month of August. Such a delay would cost DASE approximately €5.0 million (approximately \$6.8 million) per month for accrued wages and social contributions in addition to a potential significant increase in the cost of a revised social plan if terms of 45 days of salary per year of service could not be reached at that time. These additional costs ultimately

¹⁵ As required by the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883) and the Amended Eighth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered October 26, 2006 (Docket No. 5418) (together, the "Case Management Orders"), the Debtors notified the Creditors' Committee of their intention to file this Motion on expedited notice and the Creditors' Committee confirmed that it did not object to the Motion being brought on expedited notice.

could require additional funds from DASE's 100% shareholder, DASHI. For the foregoing reasons, the Debtors believe that the relief requested herein is in the best interests of the estates and should be granted.

Notice Of Motion

28. Notice of this Motion has been provided in accordance with the Case Management Orders. In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

29. Because the legal points and authorities upon which this Motion relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE the Debtors respectfully request that the Court enter an order (a) authorizing, but not directing, DASHI to provide funds to DASE for the purposes described herein and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York
July 9, 2007

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

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EXHIBIT A

FINAL OFFICIAL RECORD OF JULY 4, 2007
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Receivers

Mr. Adalberto Cañadas (Lawyer)
Mr. Enrique Bujidos (for the auditor)
Mr. Fernando Gómez (for the creditor)

Directly-elected representatives of the workers

Mr. Antonio Pina Enríquez (CCOO)
Mr. Salvador Marchante Grille (CCOO)
Mr. José M^a Castaño Gómez (USO)
Mr. José Rojas Alvarez (CGT)
Mr. José M^a Calle Hurtado (CCOO)
Mr. José Antonio Salvador de los Santos (CCOO)
Mr. Pedro Lloret Linar (CCOO)
Mr. Pedro Salinas Armario (CCOO)
Mr. José Manuel Fernández Catalán (CCOO)
Mr. Felipe Salvador González (CCOO)
Mr. Alberto Alvarez Cabas (USO)
Mr. Miguel Paramio Carrión (USO)
Mr. Francisco Javier Carretero Gavira (CGT)
Mr. José Pérez Corona (CGT)
Mr. Antonio Montoro Núñez (UGT)
Mr. Francisco Pérez Vasco (UGT)
Mr. Alfonso Valiente Chamizo (UGT)
Mr. Manuel Jaime Ibáñez (UGT)
Mr. Juan Jesús Toledo Nieto (UGT)

Labor union representatives of the workers

Mr. Juan Berrocal (CCOO)
Mr. José Barriga (UGT)
Mr. Isidro Jiménez (CGT)
Mr. Juan José Herrera Andrés (USO)

Insolvent party

Mr. Gonzalo Herrera

Social partners

Mr. Enrique M^a Jiménez (CCOO)
Mr. Manuel Jiménez Gallardo (UGT)

Public authorities

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Director of Labor and Social Security
of the Andalucía Autonomous
Community Government)

Mr. Juan M^a Bouza (Department of
Employment of the Andalucía
Autonomous Community Government)
Ms. Angelines Ortiz del Rio
(Department of Innovation, Science
and Enterprise of the Andalucía
Autonomous Community Government)
Mr. Ramón Díaz Alcaraz (Labor
Adviser to the Department of
Employment of Andalucía Autonomous
Community Government)
Mr. Miguel Aramburu González
(Employment Office of the Andalucía
Autonomous Community Government
in Cadiz)

Advisers

Javier Martín-Gamero (for the
receivers)
Jorge Martín (for the insolvent party)
Juan Vaz (for the insolvent party)
José Miguel Caballero (for the
insolvent party)
Alfonso Martínez Escribano (for the
insolvent party)
Juan A. López de Carvajal (for the
insolvent party)
Ms. Maribel Román (for UGT)
Mr. Miguel Conde Villuendas (for
CCOO)

In Seville, on July 4, 2007, the aforementioned persons, acting in the above-mentioned capacities, appeared in this act and agreed to state and agree as follows

BACKGROUND

I. In view of the critical economic, financial and net worth position in which it found itself, on March 20, 2007, DASE filed a petition for a voluntary insolvency proceeding, the hearing of which fell to the Mercantile Court of Cadiz, which issued the related insolvency order on April 13, 2007.

II. Subsequently, on May 16, 2007, the Company filed with such Court a petition to terminate the employment contracts maintained by DASE, the consultation period for which was initiated on June 5, 2007.

III. After holding various meetings during such period, the parties deemed the **CONSULTATION PERIOD TO HAVE ENDED WITH AGREEMENT**, in accordance with the following

CLAUSES

1. It is agreed that all of the employment contracts of DASE shall be terminated on July 31, 2007. However, in order to carry out and culminate the outstanding tasks at the Company, before the end of the period referred to in Clause Five of this document, July 20, 2007, DASE shall designate the employment contracts that are necessary to perform such tasks, and such contracts shall be terminated in any event within not more than one year.

2. For the pursuit of the non-industrial activities that the Company continues to pursue, the workers of DASE shall have absolute priority, based on the criteria of specialization, professional profile and length of service. These workers must also be designated by DASE before July 20, 2007.

3. In order to carry out the aforesaid terminations, a lump sum of €120 million is committed in accordance with the following conditions and procedure:

a). Within not more than 7 days following the notification of the Court Order accepting this agreement, DASHI, expanding the voluntary offer originally made, shall finance the above-mentioned gross sum of €120 million for the sole purpose of paying the amounts corresponding to the employment contract terminations. This sum constitutes in any event the maximum limit of the severance payable. DASHI shall deposit such amount in an account which it holds and which shall be available to the receivers for the sole purpose of applying this Agreement. For such purpose, the receivers shall receive the corresponding mandate to pay the amounts that apply as a result of the termination of the employment contracts. A copy of the notice from DASHI stating its commitment is attached as **Schedule I**.

b). Once each worker's contract has been terminated, the receivers shall pay out of the aforementioned deposit until it is exhausted the severance pay corresponding to each worker on the basis of the following criteria:

1. with a view to attending to the objectively most precarious situation of the workers with the lowest incomes, thereby balancing the consequence derived from the contract terminations in a more equitable and supportive manner among all of the workers, and taking into account that the overall severance payable offered by the Company is limited to the already-mentioned figure of €120 million gross; as a matter of preference it is established that each worker shall receive 45 days' pay per year worked, having regard to his or her annual compensation in wages for the period running from July 1, 2006 to June 30, 2007, and with the length of service recognized by the company as of July 31, 2007, regardless of the effective date of contractual termination, and the individual resulting amount may not exceed TWO HUNDRED THOUSAND EUROS (€200,000) gross;

2. if, once the above criterion has been applied, there is any remainder, the excess shall, until the overall amount of €120 million is exhausted, be distributed equally among the workers referred to in this Agreement,

thereby dividing such excess by the number of workers affected by this termination measure;

3. the application of the above criteria ensures in any event:

- the minimum individual statutory severance of 20 days' pay per year, up to the limit of one year's pay, and
- shall not exceed in any case the maximum overall severance limit of €120 million gross.

The payment of the individual severance packages in accordance with above criteria and the performance of the corresponding legal obligations is subject in all cases to authorization from DASE; in particular, because it is the party subject to the tax obligation, prior to the payment of the severance, DASE must express its agreement with the amount of the tax withholdings that should be made.

Before July 18, 2007, in implementation of this Agreement, DASE and the workers' representatives shall specify in accordance with the agreed parameters the individualized amounts that apply in order to inform the interested parties; in the event of a disagreement, the matter shall be submitted to the decision of the Mercantile Court.

Simultaneously with such payment, DASE shall pay each worker the amounts corresponding to accrued salaries to which he or she is entitled, and each worker shall be required to sign the corresponding final settlement (**Schedule II**).

With the payment of the above-mentioned €120 million, all of the obligations, both collective and individual, of DASE to the employees as result of the termination of their contracts shall be fully and totally fulfilled.

c). DASE's financing commitment of €120 million is conditional on the date of termination of the employment contracts being at the latest July 31, 2007, except for the contracts designated by DASE for the purposes of carrying out and culminating the outstanding tasks and of continuing with the non-industrial activities.

4. The Public Authorities have repeatedly stated the importance of the business assets of DASE as elements that prevent the de-industrialization of the area. This expectation, without the transfer of such assets, would be impossible to achieve.

As the signing parties are aware that DASE is not going to continue with the industrial activity, the transfer of the assets must take place in any event in accordance with the terms of this Clause.

Based on these circumstances, and with a view to achieving the optimal conditions for the continuation of the industrial activities through the establishment of business projects with a guaranteed future, DASE hereby gives a commitment to the Andalucía Autonomous Community Government (the "Andalucía Government") that, once the contracts have been terminated, except for the contracts necessary to carry out and culminate the outstanding tasks at the Company as referred to in Clause One of this

Agreement, it shall transfer “as is” (in their present locations and states) the land, installations and machinery, tangible fixed assets owed by DASE, located at the Puerto Real plant that are necessary for the future pursuit of any industrial activities. For these purposes, the parties refer to the list of assets stated in the official report prepared by the Services of Industry, Energy, Mines and Economic Cooperation and Technological Development of the Provincial Office of Cadiz of the Department of Innovation, Science and Enterprise of the Andalucía Government, which was furnished in the insolvency proceeding by the Legal Office of the aforementioned Government. In this connection, the assets that form part of the Agreement are the tangible fixed assets, land, installations and machinery located in Puerto Real and owned by DASE and which, moreover, are listed in the aforementioned Report.

To that end, the Andalucía Government signs this Agreement.

The procedure and conditions for carrying out the transfer shall be the following:

a). Given the insolvency-related determining factors present in this case, the transfer of title to the assets may only take place once the arrangement with creditors referred to in Articles 99 et seq. of the Insolvency Law has been fulfilled. In this respect, DASE undertakes to propose to the creditors an arrangement without a postponement, so that it can be fulfilled immediately. DASE states that an approximate time period for the arrangement to be fulfilled could be 5 months following the signing of this Agreement.

b). The proposed arrangement shall include the grant to the receivers of the authority to participate in the acts of administration and disposition over the assets by way of their authorization and agreement, on the same terms as in the ordinary phase of the insolvency proceeding.

c). Once the circumstances referred to in letter a) above are present, DASE shall notify the Andalucía Government of such situation. Within not more than 15 calendar days following such notification, the Andalucía Government shall notify the managing body of DASE by duly authenticated means of the identity of the person or entity to whom the assets must be transferred, as well as the conditions of the transfer (identity of the transferee and price). Any expenses and taxes, including the tax on the increase in urban land value, derived from the transaction shall be borne by the transferee.

If such notification does not take place, the commitment to transfer assets shall become void automatically with no need for any formality.

The transfer shall be carried out by DASE with the participation of the receivers, who shall ensure at all times compliance with the legal obligations inherent in the transfer.

d). In order to facilitate the transfer of the assets of DASE, as well as the approval and fulfillment of the arrangement with the creditors, DASHI, Delphi Corporation and their investees and any other specially related entity that has claims against DASE, shall forgive or capitalize such claims in the arrangement

with the creditors, or shall unconditionally waive them by way of any formula that does not impede strict compliance with what is agreed on herein.

5. This Agreement shall be submitted to the workers' Assembly and for approval by the managing body of DASHI and/or Dephi Corporation, by the Creditors' Committee of the insolvency proceeding that DASHI and Delphi Corporation are undergoing in the United States and/or by the Court before which such proceeding is being conducted (Chapter 11).

These approvals must take place by July 20, 2007 at the latest so that this Agreement can be submitted for acceptance by the Mercantile Court of Cadiz.

Both DASE and the receivers shall lend their assistance to the parties, including DASHI, in order to obtain the ratifications and authorizations provided for in this Agreement. In particular, if necessary, they shall support the motion made by DASHI or DELPHI CORPORATION to the Judge of the Chapter 11 proceeding requesting authorization for this Agreement.

6. With the acceptance of the collective termination of the employment contracts by the Cadiz Mercantile Court, compliance by DASE with the obligations provided for therein, and the approval and completion of an arrangement with creditors with the payment of more than two-thirds of claims and waiting periods of less than three years, even in the event that the liquidation phase of the insolvency process is not commenced, Article 163 of the Insolvency Law provides that no subfile to assess ("pieza de calificación") the insolvency would be opened. Accordingly, in such case, DASE, DASHI, Delphi Corporation and their subsidiaries would not be subject to any liability for insolvency forming the subject matter of such assessment subfile.

In such case, Articles 163 et seq. of the Insolvency Law establish that outside of such assessment subfile, neither the receivers nor any third party may bring action for insolvency-related liability.

The receivers state that they cannot currently quantify the amounts necessary to cover the above-mentioned conditions.

In witness of the content of this document, this **OFFICIAL RECORD OF AGREEMENT** is signed in the place and on the date first above indicated.

SCHEDULE II

FINAL SETTLEMENT

In [PLACE], on [DATE]

I, [NAME AND SURNAMES], of legal age, with Spanish I.D. Card [NUMBER], and domicile at [ADDRESS], a worker of DELPHI AUTOMOTIVE SYSTEMS ESPAÑA, S.L. (hereinafter, **DASE**), **STATE**:

1. Pursuant to the Order passed by the Commercial Court of Cadiz on [DATE], in proceedings 84/2007, on [DATE] I was notified of the termination of my employment relationship with the Company.
2. A net severance pay of [AMOUNT] euros has been paid to me for the termination of my employment contract.

I have also received the amount of [AMOUNT] as settlement.

A breakdown of the amounts delivered to me is attached as a Schedule.

3. I have received said amounts through [FORM], which is delivered to me and which I hereby accept.
4. Therefore, on receiving the aforementioned amounts, I consider that I have received full and final settlement of all severance, salary and non- salary amounts and of any rights I may have for the termination of my employment contract, and hereby issue the most full and final receipt for DASE, its shareholder, Delphi Corporation, and the remaining companies in which Delphi holds an interest and the directors and executives of all said companies, and that I have no further claim in court or out of court for any item and I expressly recognize that I am not entitled to take any action for the terminated employment relationship.

In witness whereof, I sign this document in [PLACE], on [DATE]

Signed, _____

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

ORDER UNDER 11 U.S.C. §§ 363, 1107, AND 1108 AUTHORIZING
DELPHI AUTOMOTIVE SYSTEMS (HOLDING), INC. TO PROVIDE
FUNDS TO DELPHI AUTOMOTIVE SYSTEMS ESPANA S.L.
("DASE FUNDING ORDER")

Upon the expedited motion, dated July 9, 2007 (the "Motion"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under 11 U.S.C. § 363, 1107, and 1108 authorizing, but not directing, Delphi Automotive Systems (Holding), Inc. ("DASHI") to provide funds to Delphi Automotive Systems Espana S.L. ("DASE"); and upon the record of the hearing held on the Motion; and this Court having determined that the receivers appointed to oversee DASE's Spanish Concurso proceeding (the "DASE Receivers") have submitted to the jurisdiction of this Court; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their stakeholders, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon, and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.

2. DASHI is authorized, but not directed, to provide funds to or on behalf of DASE in amounts up to €20 million for purposes of funding a social plan that would provide employees of DASE's automotive component plant in Cadiz, Spain a separation allowance (the "Separation Plan") as set forth in the agreement attached hereto as Exhibit 1; provided, however, that the foregoing funding shall be subject to the Spanish court presiding over DASE's Concurso proceeding (the "Spanish Court") accepting the Separation Plan and the release of Delphi, DASHI, their subsidiaries and affiliates, and each of their directors and officers from any and all liability related to or arising out of the termination of the existing labor and employment agreements.

3. Subject to the Spanish Court's acceptance of the Separation Plan, DASHI is authorized, but not directed, to provide funds to or on behalf of DASE in amounts up to €10 million for purposes of funding the payment of outstanding claims of DASE's suppliers and non-labor creditors.

4. DASHI's source of funding for the Separation Plan and the payment of outstanding claims of DASE's suppliers and non-labor creditors shall be limited to those funds repatriated to DASHI from its foreign, non-Debtor subsidiaries.

5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

6. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is satisfied by the Motion.

Dated: New York, New York
July __, 2007

UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

FINAL OFFICIAL RECORD OF JULY 4, 2007
--

Receivers

Mr. Adalberto Cañadas (Lawyer)
Mr. Enrique Bujidos (for the auditor)
Mr. Fernando Gómez (for the creditor)

Directly-elected representatives of the workers

Mr. Antonio Pina Enríquez (CCOO)
Mr. Salvador Marchante Grille (CCOO)
Mr. José M^a Castaño Gómez (USO)
Mr. José Rojas Alvarez (CGT)
Mr. José M^a Calle Hurtado (CCOO)
Mr. José Antonio Salvador de los Santos (CCOO)
Mr. Pedro Lloret Linar (CCOO)
Mr. Pedro Salinas Armario (CCOO)
Mr. José Manuel Fernández Catalán (CCOO)
Mr. Felipe Salvador González (CCOO)
Mr. Alberto Alvarez Cabas (USO)
Mr. Miguel Paramio Carrión (USO)
Mr. Francisco Javier Carretero Gavira (CGT)
Mr. José Pérez Corona (CGT)
Mr. Antonio Montoro Núñez (UGT)
Mr. Francisco Pérez Vasco (UGT)
Mr. Alfonso Valiente Chamizo (UGT)
Mr. Manuel Jaime Ibáñez (UGT)
Mr. Juan Jesús Toledo Nieto (UGT)

Labor union representatives of the workers

Mr. Juan Berrocal (CCOO)
Mr. José Barriga (UGT)
Mr. Isidro Jiménez (CGT)
Mr. Juan José Herrera Andrés (USO)

Insolvent party

Mr. Gonzalo Herrera

Social partners

Mr. Enrique M^a Jiménez (CCOO)
Mr. Manuel Jiménez Gallardo (UGT)

Public authorities

Mr. Javier Guerrero Benítez (Executive
Director of Labor and Social Security
of the Andalucía Autonomous
Community Government)

Mr. Juan M^a Bouza (Department of
Employment of the Andalucía
Autonomous Community Government)
Ms. Angelines Ortiz del Rio
(Department of Innovation, Science
and Enterprise of the Andalucía
Autonomous Community Government)
Mr. Ramón Díaz Alcaraz (Labor
Adviser to the Department of
Employment of Andalucía Autonomous
Community Government)
Mr. Miguel Aramburu González
(Employment Office of the Andalucía
Autonomous Community Government
in Cadiz)

Advisers

Javier Martín-Gamero (for the
receivers)
Jorge Martín (for the insolvent party)
Juan Vaz (for the insolvent party)
José Miguel Caballero (for the
insolvent party)
Alfonso Martínez Escribano (for the
insolvent party)
Juan A. López de Carvajal (for the
insolvent party)
Ms. Maribel Román (for UGT)
Mr. Miguel Conde Villuendas (for
CCOO)

In Seville, on July 4, 2007, the aforementioned persons, acting in the above-mentioned capacities, appeared in this act and agreed to state and agree as follows

BACKGROUND

I. In view of the critical economic, financial and net worth position in which it found itself, on March 20, 2007, DASE filed a petition for a voluntary insolvency proceeding, the hearing of which fell to the Mercantile Court of Cadiz, which issued the related insolvency order on April 13, 2007.

II. Subsequently, on May 16, 2007, the Company filed with such Court a petition to terminate the employment contracts maintained by DASE, the consultation period for which was initiated on June 5, 2007.

III. After holding various meetings during such period, the parties deemed the **CONSULTATION PERIOD TO HAVE ENDED WITH AGREEMENT**, in accordance with the following

CLAUSES

1. It is agreed that all of the employment contracts of DASE shall be terminated on July 31, 2007. However, in order to carry out and culminate the outstanding tasks at the Company, before the end of the period referred to in Clause Five of this document, July 20, 2007, DASE shall designate the employment contracts that are necessary to perform such tasks, and such contracts shall be terminated in any event within not more than one year.

2. For the pursuit of the non-industrial activities that the Company continues to pursue, the workers of DASE shall have absolute priority, based on the criteria of specialization, professional profile and length of service. These workers must also be designated by DASE before July 20, 2007.

3. In order to carry out the aforesaid terminations, a lump sum of €120 million is committed in accordance with the following conditions and procedure:

a). Within not more than 7 days following the notification of the Court Order accepting this agreement, DASHI, expanding the voluntary offer originally made, shall finance the above-mentioned gross sum of €120 million for the sole purpose of paying the amounts corresponding to the employment contract terminations. This sum constitutes in any event the maximum limit of the severance payable. DASHI shall deposit such amount in an account which it holds and which shall be available to the receivers for the sole purpose of applying this Agreement. For such purpose, the receivers shall receive the corresponding mandate to pay the amounts that apply as a result of the termination of the employment contracts. A copy of the notice from DASHI stating its commitment is attached as **Schedule I**.

b). Once each worker's contract has been terminated, the receivers shall pay out of the aforementioned deposit until it is exhausted the severance pay corresponding to each worker on the basis of the following criteria:

1. with a view to attending to the objectively most precarious situation of the workers with the lowest incomes, thereby balancing the consequence derived from the contract terminations in a more equitable and supportive manner among all of the workers, and taking into account that the overall severance payable offered by the Company is limited to the already-mentioned figure of €120 million gross; as a matter of preference it is established that each worker shall receive 45 days' pay per year worked, having regard to his or her annual compensation in wages for the period running from July 1, 2006 to June 30, 2007, and with the length of service recognized by the company as of July 31, 2007, regardless of the effective date of contractual termination, and the individual resulting amount may not exceed TWO HUNDRED THOUSAND EUROS (€200,000) gross;

2. if, once the above criterion has been applied, there is any remainder, the excess shall, until the overall amount of €120 million is exhausted, be distributed equally among the workers referred to in this Agreement,

thereby dividing such excess by the number of workers affected by this termination measure;

3. the application of the above criteria ensures in any event:

- the minimum individual statutory severance of 20 days' pay per year, up to the limit of one year's pay, and
- shall not exceed in any case the maximum overall severance limit of €120 million gross.

The payment of the individual severance packages in accordance with above criteria and the performance of the corresponding legal obligations is subject in all cases to authorization from DASE; in particular, because it is the party subject to the tax obligation, prior to the payment of the severance, DASE must express its agreement with the amount of the tax withholdings that should be made.

Before July 18, 2007, in implementation of this Agreement, DASE and the workers' representatives shall specify in accordance with the agreed parameters the individualized amounts that apply in order to inform the interested parties; in the event of a disagreement, the matter shall be submitted to the decision of the Mercantile Court.

Simultaneously with such payment, DASE shall pay each worker the amounts corresponding to accrued salaries to which he or she is entitled, and each worker shall be required to sign the corresponding final settlement (**Schedule II**).

With the payment of the above-mentioned €120 million, all of the obligations, both collective and individual, of DASE to the employees as result of the termination of their contracts shall be fully and totally fulfilled.

c). DASE's financing commitment of €120 million is conditional on the date of termination of the employment contracts being at the latest July 31, 2007, except for the contracts designated by DASE for the purposes of carrying out and culminating the outstanding tasks and of continuing with the non-industrial activities.

4. The Public Authorities have repeatedly stated the importance of the business assets of DASE as elements that prevent the de-industrialization of the area. This expectation, without the transfer of such assets, would be impossible to achieve.

As the signing parties are aware that DASE is not going to continue with the industrial activity, the transfer of the assets must take place in any event in accordance with the terms of this Clause.

Based on these circumstances, and with a view to achieving the optimal conditions for the continuation of the industrial activities through the establishment of business projects with a guaranteed future, DASE hereby gives a commitment to the Andalucía Autonomous Community Government (the "Andalucía Government") that, once the contracts have been terminated, except for the contracts necessary to carry out and culminate the outstanding tasks at the Company as referred to in Clause One of this

Agreement, it shall transfer “as is” (in their present locations and states) the land, installations and machinery, tangible fixed assets owed by DASE, located at the Puerto Real plant that are necessary for the future pursuit of any industrial activities. For these purposes, the parties refer to the list of assets stated in the official report prepared by the Services of Industry, Energy, Mines and Economic Cooperation and Technological Development of the Provincial Office of Cadiz of the Department of Innovation, Science and Enterprise of the Andalucía Government, which was furnished in the insolvency proceeding by the Legal Office of the aforementioned Government. In this connection, the assets that form part of the Agreement are the tangible fixed assets, land, installations and machinery located in Puerto Real and owned by DASE and which, moreover, are listed in the aforementioned Report.

To that end, the Andalucía Government signs this Agreement.

The procedure and conditions for carrying out the transfer shall be the following:

a). Given the insolvency-related determining factors present in this case, the transfer of title to the assets may only take place once the arrangement with creditors referred to in Articles 99 et seq. of the Insolvency Law has been fulfilled. In this respect, DASE undertakes to propose to the creditors an arrangement without a postponement, so that it can be fulfilled immediately. DASE states that an approximate time period for the arrangement to be fulfilled could be 5 months following the signing of this Agreement.

b). The proposed arrangement shall include the grant to the receivers of the authority to participate in the acts of administration and disposition over the assets by way of their authorization and agreement, on the same terms as in the ordinary phase of the insolvency proceeding.

c). Once the circumstances referred to in letter a) above are present, DASE shall notify the Andalucía Government of such situation. Within not more than 15 calendar days following such notification, the Andalucía Government shall notify the managing body of DASE by duly authenticated means of the identity of the person or entity to whom the assets must be transferred, as well as the conditions of the transfer (identity of the transferee and price). Any expenses and taxes, including the tax on the increase in urban land value, derived from the transaction shall be borne by the transferee.

If such notification does not take place, the commitment to transfer assets shall become void automatically with no need for any formality.

The transfer shall be carried out by DASE with the participation of the receivers, who shall ensure at all times compliance with the legal obligations inherent in the transfer.

d). In order to facilitate the transfer of the assets of DASE, as well as the approval and fulfillment of the arrangement with the creditors, DASHI, Delphi Corporation and their investees and any other specially related entity that has claims against DASE, shall forgive or capitalize such claims in the arrangement

with the creditors, or shall unconditionally waive them by way of any formula that does not impede strict compliance with what is agreed on herein.

5. This Agreement shall be submitted to the workers' Assembly and for approval by the managing body of DASHI and/or Dephi Corporation, by the Creditors' Committee of the insolvency proceeding that DASHI and Delphi Corporation are undergoing in the United States and/or by the Court before which such proceeding is being conducted (Chapter 11).

These approvals must take place by July 20, 2007 at the latest so that this Agreement can be submitted for acceptance by the Mercantile Court of Cadiz.

Both DASE and the receivers shall lend their assistance to the parties, including DASHI, in order to obtain the ratifications and authorizations provided for in this Agreement. In particular, if necessary, they shall support the motion made by DASHI or DELPHI CORPORATION to the Judge of the Chapter 11 proceeding requesting authorization for this Agreement.

6. With the acceptance of the collective termination of the employment contracts by the Cadiz Mercantile Court, compliance by DASE with the obligations provided for therein, and the approval and completion of an arrangement with creditors with the payment of more than two-thirds of claims and waiting periods of less than three years, even in the event that the liquidation phase of the insolvency process is not commenced, Article 163 of the Insolvency Law provides that no subfile to assess ("pieza de calificación") the insolvency would be opened. Accordingly, in such case, DASE, DASHI, Delphi Corporation and their subsidiaries would not be subject to any liability for insolvency forming the subject matter of such assessment subfile.

In such case, Articles 163 et seq. of the Insolvency Law establish that outside of such assessment subfile, neither the receivers nor any third party may bring action for insolvency-related liability.

The receivers state that they cannot currently quantify the amounts necessary to cover the above-mentioned conditions.

In witness of the content of this document, this **OFFICIAL RECORD OF AGREEMENT** is signed in the place and on the date first above indicated.

SCHEDULE II

FINAL SETTLEMENT

In [PLACE], on [DATE]

I, [NAME AND SURNAMES], of legal age, with Spanish I.D. Card [NUMBER], and domicile at [ADDRESS], a worker of DELPHI AUTOMOTIVE SYSTEMS ESPAÑA, S.L. (hereinafter, **DASE**), **STATE**:

1. Pursuant to the Order passed by the Commercial Court of Cadiz on [DATE], in proceedings 84/2007, on [DATE] I was notified of the termination of my employment relationship with the Company.
2. A net severance pay of [AMOUNT] euros has been paid to me for the termination of my employment contract.

I have also received the amount of [AMOUNT] as settlement.

A breakdown of the amounts delivered to me is attached as a Schedule.

3. I have received said amounts through [FORM], which is delivered to me and which I hereby accept.
4. Therefore, on receiving the aforementioned amounts, I consider that I have received full and final settlement of all severance, salary and non- salary amounts and of any rights I may have for the termination of my employment contract, and hereby issue the most full and final receipt for DASE, its shareholder, Delphi Corporation, and the remaining companies in which Delphi holds an interest and the directors and executives of all said companies, and that I have no further claim in court or out of court for any item and I expressly recognize that I am not entitled to take any action for the terminated employment relationship.

In witness whereof, I sign this document in [PLACE], on [DATE]

Signed, _____

Hearing Date And Time: July 19, 2007 at 10:00 a.m.
Objection Deadline: July 16, 2007 at 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

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(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF EXPEDITED MOTION FOR ORDER UNDER 11 U.S.C. §§ 363, 1107,
AND 1108 AUTHORIZING DELPHI AUTOMOTIVE SYSTEMS (HOLDING), INC.
TO PROVIDE FUNDS TO DELPHI AUTOMOTIVE SYSTEMS ESPANA S.L.

PLEASE TAKE NOTICE that on July 9, 2007, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed an Expedited Motion For Order Under 11 U.S.C. §§ 363, 1107, And 1108 Authorizing Delphi Automotive Systems (Holding), Inc. To Provide Funds To Delphi Automotive Systems Espana S.L. (the "Motion").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Motion will be held on July 19, 2007 at 10:00 a.m. (prevailing Eastern time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, and Administrative Procedures, entered March 20, 2006 (Docket No. 2883) (the "Supplemental Case Management Order") and the Amended Eighth Supplemental Order Under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing Omnibus Hearing Dates and Certain Notice, Case Management, and Administrative Procedures, entered October 26, 2006 (Docket No. 5418) (together with the Supplemental Case Management Order, the "Case Management Orders"), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States

Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald Bernstein and Brian Resnick), (iv) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (v) counsel for the Official Committee of Equity Security Holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), and (vi) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to be **received** no later than **4:00 p.m. (prevailing Eastern time)** on **July 16, 2007** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Case Management Orders will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein and the Case Management Orders, the Bankruptcy Court may enter a final order granting the Motion without further notice.

Dated: New York, New York
July 9, 2007

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

EXHIBIT S

Pg 143 of 161
Delphi Corporation
Special Party

Claimant	Contact	Address1	Address2	City	State	Zip
Plastic Moldings Company LLC	Dale Turner	Plastic Moldings Company LLC	2181 Grand Ave.	Cincinnati	OH	45214

EXHIBIT T

Claimant	Contact	Address1	Address2	City	State	Zip
Riverside Claims LLC As Assignee For Faulkner Ind. Maintenance	Robyn J. Spalter	ReGen Capital/Riverside Claims, LLC	2109 Broadway, Suite 206	New York	NY	10023

EXHIBIT U

Claimant	Contact	Address1	Address2	Address3	City	State	Zip
Sierra Liquidity Fund as assignee for Bales Company	Scott August Jim Riley	Sierra Liquidity Fund, LLC	2699 White Road	Suite 255	Irvine	CA	92614

EXHIBIT V

Claimant	Contact	Address1	Address2	City	State	Zip
Michigan Heritage Bank	Janice M. Donahue	28300 Orchard Lake Rd	Ste 200	Farmington Hills	MI	48334
Michigan Heritage Bank	Lawrence Tower, Robert Goldi	Sotiroff & Abramczyk, P.C.	30400 Telegraph Rd. Ste 444	Bingham Farms	MI	48025
Michigan Heritage Bank	Legal Department	Michigan Heritage Bank	283400 Orchard Lake Road	Farmington Hills	MI	48334

EXHIBIT W

Claimant	Contact	Address1	Address2	Address3	City	State	Zip
Sierra Liquidity Fund as assignee for Dexport Tool	Scott August Jim Riley	Sierra Liquidity Fund, LLC	2699 White Road	Suite 255	Irvine	CA	92614

EXHIBIT X

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PARTY / FUNCTION
Cohen, Weiss & Simon LLP	Bruce Levine Babette Ceccotti Bruce Simon David Hock	330 West 42nd Street		New York	NY	10036	Counsel for International Union, United Automobile, Aerospace and Agriculture Implement Works of America (UAW)
Electrical and Space Technicians	Kevin Dodd	13144 Prairie Ave		Hawthorne	CA	90250	
Gorlick, Kravitz & Listhaus, P.C.	Barbara S. Mehlsack	17 State Street	4th Floor	New York	NY	10004	Counsel for International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10; International Union of Operating Engineers Local Union Nos. 18, 101 and 832
IAM & AW	Robert V Thayer	9000 Machinists Place		Upper Marlboro	MD	20772	
IBEW	Edwin D Hill	900 Seventh Street NW		Washington	DC	20001	
International Union of Operating Engineers	Richard Griffin	1125-17th Avenue, N.W.		Washington	DC	20036	Counsel for International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10; International Union of Operating Engineers Local Union Nos. 18, 101 and 832
Intl Union of Operating Engineers	Vincent J Giblin	1125 17th St NW		Washington	DC	20036	
IUE-CWA	James D Clark	501 Third St NW	Sixth Fl	Washington	DC	20001	
IUE-CWA	Peter Mitchell	501 Third St NW	Sixth Fl	Washington	DC	20001	
Kennedy, Jennick & Murray, P.C.	Thomas Kennedy Susan Jennick	113 University Place	7th Floor	New York	NY	10003	Attorneys for the International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers-Communications Workers of America
Meyer, Suozzi, English & Klein, P.C.	Lowell Peterson, Esq.	1350 Broadway	Suite 501	New York	NY	10018	Counsel to United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO
Meyer, Suozzi, English & Klein, P.C.	Hanan Kolko	1350 Broadway	Suite 501	New York	NY	10018	Counsel for The International Union of Electronic, Salaried, Machine and Furniture Workers - Communicaitons Workers of America
Previant, Goldberg, Uelman, Gratz, Miller & Brueggeman, S.C.	Jill M. Hartley Marianne G. Robbins Timothy C. Hall	1555 N. RiverCenter Drive	Suite 202	Milwaukee	WI	53212	Counsel to International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10
United Auto Workers	Daniel Sherrick	8000 E Jefferson Ave		Detroit	MI	48214	
United Steelworkers Of America	Robert D Clark	Five Gateway Center		Pittsburgh	PA	15222	
United Steelworkers Of America	General Counsel	Five Gateway Center		Pittsburgh	PA	15222	

Delphi Corporation
Union List

Contact	Company	Address 1	Address 2	City	State	Zip
Al Coven	UAW Local 699	1191 Bagley St		Saginaw	MI	48601
Bennie Calloway	UAW Local 2188	342 Perry House Rd.		Fitzgerald	GA	31750
Bill Riddle	UAW Local 659	1222 Glenwood		Flint	MI	48502
Carl Kolb, Ted Williams	IUE-CWA Local 698	International Union of Electrical Workers	1001 Industrial Park Dr	Clinton	MS	39056-3211
Charles Scherer	IUOE 18S	12106 Rhodes Rd		Wayne	OH	43466
Conference Board Chairman	IUE-CWA Automotive Conf Board	2360 Dorothy Lane	Ste. 201	Dayton	OH	45439
Dan Riley	IBEW - Delphi E&C	7929 S. Howell Ave.	MC: 1-2	Oak Creek	WI	53154
Danny Baird	IUOE 101S	6601 Winchester		Kansas City	MO	64133
Darel Green	UAW Local 1021	804 Meadowbrook Dr.		Olathe	KS	66062
Darrell Shepard	UAW Local 2157	4403 City View Dr.		Wichita Falls	TX	76305
David York	UAW Local 438	7435 S. Howell Ave.		Oak Creek	WI	53154
Dennis Bingham, Gary Adams	USW Local 87	21 Abbey Avenue		Dayton	OH	45417
Edwin Hill	IBEW	900 Seventh Street NW		Washington	DC	20001
Frank Andrews	UAW Local 686	524 Walnut St.		Lockport	NY	14094
Gary Resier	IUE-CWA Local 717	2950 Sierra Dr. NW		Warren	OH	44483
Jack White	UAW Local 167	5545 Fieldstone Ct.		Middleville	MI	49333
James Clark	IUE-CWA Industrial Division	501 Third Street NW		Washington	DC	20001-2797
James Hurren	UAW Local 467	2104 Farmer St.		Saginaw	MI	48601
Jeff Curry	IAM District 10	1650 South 38th Street		Milwaukee	WI	53215
Joe Buckley	UAW Local 696	1543 Alwidy Ave		Dayton	OH	45408
John Clark	UAW Local 2031	5075 Belmore Dr.		Manitou Beach	MI	49253
John Huber	UAW Local 1097	221 Dewey Ave		Rochester	NY	14608
Kizziah Polke	UAW Local 2083	c/o Delphi T & I Garry Gilliam		Cottontdale	AL	35453
Larry Phillips	IUE-CWA Local 711	4605 Airport Rd.		Gadsden	AL	35904
Larry West	IUE-CWA Local 755	1675 Woodman Dr.		Dayton	OH	45432
Lattie Slusher	UAW Local 913	3114 S. Hayes Ave.		Sandusky	OH	44870
Leo W Gerard	United Steelworkers	Five Gateway Center		Pittsburg	PA	15222
Mark Proffitt	IUE-CWA Local 801	1250 W. Dorothy Lane	Suite 301	Dayton	OH	45439
Mark Sweazy	UAW Local 969	3761 Harding Dr.		Columbus	OH	43228
Mike Socha	IBEW - Delphi E&S	7929 S. Howell Ave.	MC: 1B01	Oak Creek	WI	53154
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Ron Gettelfinger	UAW President	8000 E Jefferson		Detroit	MI	48214
Russ Reynolds	UAW Local 651	3518 Robert T. Longway Blvd.		Flint	MI	48506
Scott Painter	IUE-CWA Local 1111	1051 S. Rockefeller Ave.		Ontario	CA	91761
Skip Dziedzic	UAW Local 1866	7435 S. Howell Ave.		Oak Creek	WI	53154
Sona Camp	UAW Local 292	1201 W. Alto Rd.		Kokomo	IN	46902
Steve Ishee	UAW Local 2190	1 Thames Ave.		Laurel	MS	39440
Terry Scruggs	UAW Local 2195	20564 Sandy Rd.		Tanner	AL	35671
Thomas Charles, James N. Glathar	IUOE 832S	3174 Brighton-Henrietta Town Line Rd.		Rochester	NY	14692
Vincent Giblin	IUOE	1125 17th Street NW		Washington	DC	20036
William Humber	IUE-CWA Local 416	760 Jersey Avenue		New Brunswick	NJ	08901
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Company	Contact	Address 1	Address 2	City	State	Zip
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White & Case LLP	Thomas E Lauria Frank L Eaton Ileana A Cruz	Wachovia Financial Ctr	200 S Biscayne Blvd	Miami	FL	33131

EXHIBIT Y

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PARTY / FUNCTION
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Honigman Miller Schwartz and Cohn LLP	Robert B. Weiss, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	Counsel to General Motors Corporation
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EXHIBIT Z

Company	Contact	Address1	Address2	City	State	Zip
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General Motors Corporation	Gil A Kaminski	M/C 482-C23-D24	300 Renaissance Ctr PO Box 300	Detroit	MI	48265-3000
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Weil, Gotshal & Manges LLP	Jeffrey L. Tanenbaum, Esq.	767 Fifth Avenue		New York	NY	10153

EXHIBIT AA

Company	Contact	Address 1	Address 2	City	State	Zip	Country
Pricewaterhouse Coopers	Mr Enrique Bujidos	C/ Almagro 40		Madrid		28010	Spain
Receiver appointed by Sidenor	Mr Fernando Gomez Martin	Paseo del Parque s/n	Club de Golf Bungalow Las Arenas	San Roque	Cadiz	11310	Spain
	Mr Adalberto Canadas Castillo	Avda Ramon de Carranza 10-1º		Cadiz		11006	Spain